

Company No: 3241095

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION IN WRITING

OF

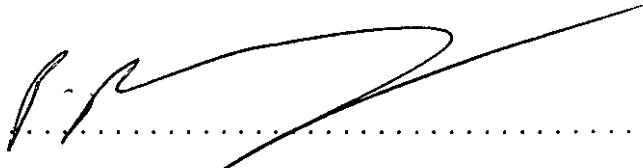
A & A TRADING (U.K.) LIMITED

We, the undersigned, being all the members for the time being of the above named company, pursuant to the provisions of Section 381A of the Companies Act 1985, hereby approve the following Resolution and agree that the said Resolution shall be as valid and effective as if the same had been passed as an Elective Resolution at a general meeting of the Company, duly convened and held:-

"THAT pursuant to, and subject to, the provisions of Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually."

Dated this 9th day of July 1998

Signed by P E Pickering

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Signed by Mrs D F R Pickering

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