

Company number
3403983

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

ALNERY NO. 1654 LIMITED

(passed on 11th August, 1997)




The following resolutions were duly passed in the case of resolution 1. as a special resolution and in the case of resolution 2. as an elective resolution of the company by the sole member of the company on 11th August, 1997:

THAT:

1. The company be exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts on the grounds that the company has been dormant since its formation; and;
2. That:
 - (i) the provisions of section 80A of the Companies Act 1985 shall apply, instead of the provisions of section 80(4) and (5) of that Act, in relation to the giving or renewal (after the passing of this resolution) of any authority of the directors to allot relevant securities;
 - (ii) the company elects to dispense with the laying of accounts and reports before the company in general meeting;
 - (iii) the company elects to dispense with the holding of annual general meetings of the company and the provisions of the articles of association which require a director to resign at an annual general meeting shall be suspended for so long as this resolution remains in force;
 - (iv) the provisions of section 369(4) of the Companies Act 1985 (which specifies the majority required for a meeting to be called on short notice) and of section 378(3) of that Act (which specifies the majority required for a resolution to be proposed and passed as a special resolution on short notice) shall have effect in relation to the

company as if for the references to 95 per cent. there were substituted references to 90 per cent.; and

- (v) the company elects to dispense with the annual appointment of auditors.

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for Alnery Incorporations
No. 1 Limited (sole member)