

Company number: 32894

THE COMPANIES ACTS 1985 AND 1989

ELECTIVE RESOLUTIONS

OF

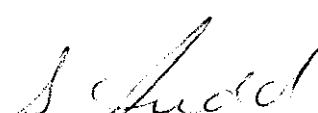
IND COOPE (E.M.) LIMITED
(the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

On the 23rd day of March, ²⁰⁰⁶ the following WRITTEN RESOLUTIONS, to have effect as ELECTIVE RESOLUTIONS, were duly passed by the sole member of the Company entitled to attend and vote at General Meetings of the Company pursuant to section 381A of the Companies Act 1985 (the "Act").

"IT WAS RESOLVED THAT:

- (a) In accordance with sections 252 and 397A(5) of the Act, the sole member hereby elects to dispense with the laying of accounts and reports before the Company in a general meeting for the financial year ending 24 August 2006 and subsequent financial years.
- (b) In accordance with sections 366A and 397A(5) of the Act, the sole member hereby elects to dispense with the holding of an annual general meeting for 2006 and subsequent financial years.
- (c) In accordance with sections 386 and 397A(5) of the Act, the sole member hereby elects to dispense with the obligation to appoint auditors annually and authorises the directors to fix the auditors remuneration from time to time as they should think fit."


.....
Susan Rudd
Company Secretary

