

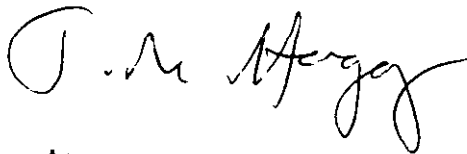
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
HOOPER & ADLARD LIMITED
COMPANY NO 92442

The following resolution was passed at the Annual General Meeting held on 7th March 2000.

It is hereby unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 (the "Act"):

THAT the Company hereby elects:

- i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting; and
- ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
- iii) pursuant to Section 386 of the Act, to dispense with the obligation to appointment auditors annually



Secretary

JMH/jss/0153

