THE COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY SHARES ASSOCIATED ENTERPRISES LIMITED

SPECIAL RESOLUTION PASSED ON 22 DECEMBER 2000

At an extraordinary general meeting of the company duly convened and held on 22 December 2000, the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

It was RESOLVED that pursuant to Section 250 of the Companies Act 1985, this company hereby makes itself exempt from the provisions of Part VII of the said Act relating to the audit of accounts and the obligation to appoint auditors.

SECRETARY

Holorox Kernares

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COMPANIES HOUSE 04/01/01