Company No. 497264

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS OF

H KNIGHT (HUNTLEY) LIMITED

We, the undersigned, being all the members for the time being of the above named company, entitled to receive notice and to attend and vote at general meetings hereby pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same has been passed at a general meeting of the company duly convened and held.

ELECTIVE RESOLUTION

HOLDING OF ANNUAL GENERAL **MEETINGS**

> THAT pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of Annual General Meetings in 1997 and subsequent years until this election is revoked.

Signed (Members):

Andy Akeman Many Rose Akeman