

No. 889191

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

of

MENCAP LIMITED ("the Company")

We the undersigned, being the sole member for the time being of the Company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolutions as Elective Resolutions and agree that such resolutions shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

ELECTIVE RESOLUTIONS

(1) THAT in accordance with the provisions of Section 252 of the Companies Act 1985 ("the Act") (as replaced by Section 16 of the Companies Act 1989) the Company dispenses with the laying of accounts and reports before the Company in general meeting; and

(2) THAT in accordance with the provisions of Section 366A of the Act, the Company dispenses with the holding of annual general meetings; and

(3) THAT in accordance with the provisions of Sections 386 of the Act (as replaced by Section 119 of the Companies Act 1989) the Company dispenses with the obligation to appoint auditors annually.

Dated 30th September 1999

*[Signature]*

*[Signature]*

