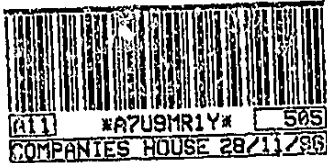


THE COMPANIES ACT



COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

OF

NELSON GROUP SERVICES (MAINTENANCE) LIMITED

Passed 25 November 1996

By written resolution of members dated 25 November 1996 the following resolution was duly proposed and passed as an ELECTIVE RESOLUTION:

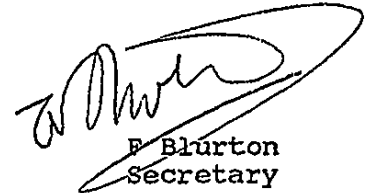
RESOLUTION

THAT

- (a) the provisions of section 80A of the Companies Act 1985 (the Act) shall apply, in place of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80.
- (b) 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
  - (ii) pursuant to section 366A of the Act, to dispense with the holding of annual general meetings
  - (iii) pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually, and that the directors be and they are hereby empowered to fix the remuneration of the auditors from year to year for as long as this election in respect of the said section 386 remains in force, and

(iv) pursuant to sections 369(4) and 378(3) of the Act,  
that the provisions of those sections shall have  
effect in relation to the company as if for  
references to 95 per cent in those provisions  
there were substituted references to 90 per cent.

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F. Blurton  
Secretary