

COMPANY NO: 1474079

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

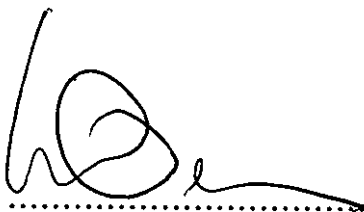
OF

GOODMERES LIMITED

Passed on the 23rd day of October 1995

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held on the 23rd day of October 1995, the following SPECIAL RESOLUTION was duly passed:-

That the company should exempt itself from the obligation to appoint auditors in accordance with S250(1) of the Companies Act 1985, for the year ending 31 December 1994, as the company is dormant and thereafter so long as the company remains dormant.

  
.....  
COLIN NEWMAN  
DIRECTOR

