Company No: 1630405

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

SUTER GROUP PENSION TRUSTEE LIMITED ("the Company")

Passed on the 8th October 1997

SPECIAL RESOLUTION

THAT in accordance with Section 250 of the Companies Act 1985 ("the Act") the Company, being a dormant company within the meaning of Section 250 of the Act, shall be exempt from the provisions of Part VII of the Act relating to the audit of accounts and the obligation to appoint auditors.

Secretary

