

THE COMPANIES ACTS 1948 TO 1981

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block
lettering*Insert full
name of company

For official use

Company number

--	--	--	--	--	--

1827122	
---------	--

Name of company

Eagach Limited

I, Christopher Ian Robinson

of Post & Mail House, 26 Colmore Circus, Birmingham B4 6BH.

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation

of Eagach Limited

and that all the requirements of the Companies Acts 1948 to 1981 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Post & Mail House 26 Colmore
Cran Shan B4 6BH

Signature of Declarant

the 30th day of May

One thousand nine hundred and eighty four

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and
reference (if any):

Pinsent & Co.,
Post & Mail House,
26 Colmore Circus,
Birmingham,
B4 6BH.

Ref CIR/JAC

For official use

New companies section

Post room



5.6.84



THE COMPANIES ACTS, 1948 to 1981

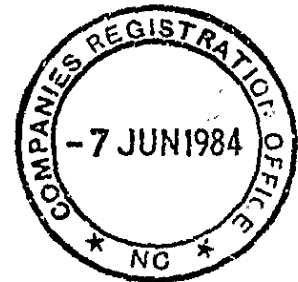
COMPANY LIMITED BY SHARES

1827122/3

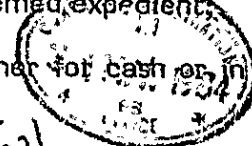
MEMORANDUM OF ASSOCIATION

of

EAGACH LIMITED



1. The name of the Company is "Eagach Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) to carry on the business as manufacturers, engineers, founders, smiths, metal workers, and machinists of and to sell machinery, components, plant, tools and any other products which the Directors consider can advantageously be manufactured by the company and to produce, buy, sell, and deal in any raw materials, components, parts equipment and products in any way required in the course of or connected with any such activities;
 - (b) to acquire for the purpose of the Company's activities or by way of investments immoveable and moveable property, assets and rights of all kinds including in particular land, buildings, plant, machinery, equipment, vehicles, patents, trade marks, industrial property, and rights and investments of any nature;
 - (c) to enter into any transaction and exercise any power connected with the control, financing or management of the Company's business and the sale, provision or exploitation of its products, services or experience and in particular to borrow monies, mortgage or charge its undertaking, property, assets or rights undertake or guarantee the obligations of others, lend monies and enter into contracts, arrangements and obligations of all kinds;
 - (d) to engage such directors staff, employees and advisers as may be deemed necessary for the control or carrying on of the Company's business and fix and regulate the terms of employment of and relations with all such persons and to remunerate them whether by salary, pensions and other benefits or otherwise as may be deemed expedient;
 - (e) to acquire any other company, firm or business whether for cash or in



whole or in part by the issue or transfer of shares or securities whether of the Company or otherwise or in any other manner and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or portfolio investment;

- (f) to dispose of the property and assets of the Company or any part thereof in such manner and on such terms as may be deemed expedient;
- (g) to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (h) to do all such other things as may be incidental or conducive to the above objects or any of them and in particular to enter into any transaction decided on by the Directors for the time being of the Company.

Provided that all such objects and powers shall be deemed to be separate objects and may be carried on or exercised in any part of the world whether directly by the Company or through any subsidiary, agent, partner or other person or company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1.00 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Veronica O'Shea
Post & Mail House
Birmingham
B4 6BH

One

Veronica A. O'Shea
Solicitors Articled Clerk

Michael Bernard Swinden
Post & Mail House
Birmingham
B4 6BH

One

M. B. Swinden
Solicitors Articled Clerk

DATED the *30th* day of *May* 198 *4*

WITNESS to the above Signatures:-

E. S. Hughes

Post & Mail House
Birmingham
B4 6BH

Solicitors Articled Clerk

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

EAGACH LIMITED

1827122/4

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in or made applicable by Table A (hereinafter called "Table A") in the First Schedule to the Companies Act 1948 (hereinafter called "the Act") as amended by the Companies Acts 1980 and 1981 shall apply to the Company.

SHARES

2. The unissued shares of the Company shall be at the disposal of the Board, which may exercise all the powers of the Company to allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine notwithstanding the provisions of Sections 14 and 17 of the Companies Act 1980, such authority to lapse at the expiration of five years from the date of adoption of these Articles unless previously renewed by Special Resolution.

BORROWING OF MONEY

3. The proviso to Regulation 79 of Table A shall be omitted and accordingly the powers of the Directors to borrow and charge as stated in the said Regulation shall be unlimited.

DIRECTORS

4. Subject to the provisions of Section 199 of the Act a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered, and accordingly sub-clause (2) of Regulation 84 of Table A shall be omitted.
5. Regulation 86 of Table A shall be varied by the omission of the following words at the end of that Regulation:-
"and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose."

NOTICES

6. In Regulation 131 of Table A the words from and including the words "and in any other case" down to the end of the said Regulation shall be deemed to be omitted.

7

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Veronica O'Shea
Post & Mail House
Birmingham
B4 6BH

Veronica A. O'Shea

Solicitors Articled Clerk

Michael Bernard Swinden
Post & Mail House
Birmingham
B4 6BH

M Swinden

Solicitors Articled Clerk

DATED this *30th* day of *May* 198*4*

WITNESS to the above signatures:-

E. S. Hughes.

Post & Mail House
Birmingham
B4 6BH

Solicitors Articled Clerk

THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

Name of Company

Eagach

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

Post & Mail House.,	26 Colmore Circus
Birmingham	B4 6BH

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

Pinsent & Co.,	Post & Mail House
26 Colmore Circus, Birmingham B4 6BH	

Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any):

Pinsent & Co
Post & Mail House
26 Colmore Circus
Birmingham
B4 6BH

Ref CIR/JAC

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3)	Veronica O'Shea	Business occupation	Solicitors Articled Clerk
Previous name(s) (note 3)	—	Nationality	BRITISH
Address (note 4)	c/o PINSENT & CO, POST & MAIL HOUSE, 26 COLMORE CIRCUS BIRMINGHAM B4 6BH		
Other directorshipst	None		
I hereby consent to act as director of the company named on page 1			
Signature		Veronica A. O'Shea	
		Date 31 st May '84	

Name (note 3)	Michael Bernard Swinden	Business occupation	Solicitor's Articled Clerk
Previous name(s) (note 3)	—	Nationality	British
Address (note 4)	c/o PINSENT & CO, POST & MAIL HOUSE, 26, COLMORE CIRCUS BIRMINGHAM B4 6BH		
Other directorshipst	None		
I hereby consent to act as director of the company named on page 1			
Signature		M. Swinden	
		Date 30 th May 1984	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)			
Other directorshipst			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not do any writing in this space in this binding margin.

Important
The particulars given are those referred to in section 21(2) of the Companies Act 1976 and section 200(2)(3) of the Companies Act 1948 as amended by notes section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

do not
in this
margin



Important
particulars to
be given are those
referred to in
section 21(2)(b) of
the Companies Act
1966 and section
(3) of the
Companies Act
1980. Please read
notes on
page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	Veronica O'Shea
Previous name(s) (note 3)	—
Address (notes 4 & 7)	C/O PINESENT & CO, POST & MAIL HOUSE, 26 COLMORE CIRCUS, BIRMINGHAM B4 6BH
I hereby consent to act as secretary of the company named on page 1	
Signature	Veronica A. O'Shea
Date	30 th May '84

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

delete as
appropriate

Signature Veronica A. O'Shea [Subscriber] [Agent]† Date 30th May '84

Signature [Signature] [Subscriber] [Agent]† Date 30th May '84

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1827122

I hereby certify that

EAGACH LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

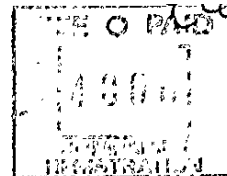
Given under my hand at the Companies Registration Office,
Cardiff the 22ND JUNE 1984

D. M. Wilkie
MRS. D. M. WILKIE

an authorised officer

No: 1827'22

24.7.84



THE COMPANIES ACTS, 1948 to 1983

COMPANY LIMITED BY SHARES ✓

SPECIAL RESOLUTION ✓

of

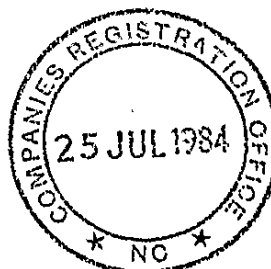
EAGACH LIMITED ✓

At an Extraordinary General Meeting of the Company duly convened and held at Post & Mail House, 26 Colmore Circus, Birmingham, B4 6BH on 18th July 1984 the following Resolution was duly passed as a Special Resolution:- ✓

SPECIAL RESOLUTION ✓

That the name of the Company be changed to "Prencos Dairy Products Limited". ✓

DATED this 18th day of July 1984 ✓



Veronica A. O'Shea
.....

Secretary



BARC 090416
#40

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1827122 / 9

I hereby certify that

EAGACH LIMITED

having by special resolution changed its name, is now
incorporated under the name of

PRENCO DAIRY PRODUCTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 8TH AUGUST 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

1827122/7

THE COMPANIES ACTS 1948 to 1983

This is the memorandum
of Association
(as altered by special
resolution dated 18th
July 1984).

M. Swinder
.....

COMPANY LIMITED BY SHARES

Chairman

MEMORANDUM OF ASSOCIATION
(as altered by Special Resolution dated 18th July, 1984)

of

EAGACH LIMITED

1. The name of the Company is "Eagach Limited". ✓
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-
 - (a) to carry on any or all of the businesses of distributors of, wholesale and retail dealers in and importers, exporters, manufacturers, installers, maintainers and repairers of machinery and equipment (or any parts thereof or therefor) for use in or in connection with the production or processing of dairy products, foods and consumables of all kinds; and of distributors of, wholesale and retail dealers in and exporters, importers, manufacturers, processors, producers and packagers of dairy products, foods and consumables of all kinds, ingredients therefor and of goods of any kind used in or in connection with the production, processing, packaging or distribution of foods and consumables: and of wholesalers and retailers, importers and exporters, merchants and manufacturers of goods of all kinds. ✓
 - (b) to acquire for the purpose of the Company's activities or by way of investments immoveable and moveable property, assets and rights of all kinds including in particular land, buildings, plant, machinery, equipment, vehicles, patents, trade marks, industrial property, and rights and investments of any nature;
 - (c) to enter into any transaction and exercise any power connected with the control, financing or management of the Company's business and the sale, provision or exploitation of its products, services or experience and in particular to borrow monies, mortgage or charge its undertaking, property, assets or rights undertake or guarantee the obligations of others, lend monies and enter into contracts, arrangements and obligations of all kinds;
 - (d) to engage such directors staff, employees and advisers as may be deemed necessary for the control or carrying on of the Company's business and fix and regulate the terms of employment of and relations with all such persons and to remunerate them whether by salary, pensions and other benefits or otherwise as may be deemed expedient;
 - (e) to acquire any other company, firm or business whether for cash or in whole or in part by the issue or transfer of shares or securities



whether of the Company or otherwise or in any other manner and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or portfolio investment;

- (f) to dispose of the property and assets of the Company or any part thereof in such manner and on such terms as may be deemed expedient;
- (g) to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (h) to do all such other things as may be incidental or conducive to the above objects or any of them and in particular to enter into any transaction decided on by the Directors for the time being of the Company.
- (i) to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (j) to carry on any of the activities authorised by the foregoing in any part of the world and whatever as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others."

Provided that all such objects and powers shall be deemed to be separate objects.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1.00 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Veronica O'Shea,
Post & Mail House,
Birmingham,
B4 6BH.

ONE

Solicitors Articled Clerk

Michael Bernard Swinden,
Post & Mail House,
Birmingham,
B4 6BH.

ONE

Solicitors Articled Clerk

DATED the *24th* day of *July* 1984

WITNESS to the above Signatures:-

E.S. HUGHES

Post & Mail House
Birmingham,
B4 6BH

Solicitors Articled Clerk

No: 1827122/6

THE COMPANIES ACTS, 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

EAGACH LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Post & Mail House, 26 Colmore Circus, Birmingham, B4 6BH on 18th July 1984 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be altered:-

- (1) By deleting sub-clause (a) of Clause 3 in its entirety and substituting the following therefor:-

"(a) to carry on any or all of the businesses of distributors of, wholesale and retail dealers in and importers, exporters, manufacturers, installers, maintainers and repairers of machinery and equipment (or any parts thereof or therefor) for use in or in connection with the production or processing of dairy products, foods and consumables of all kinds; and of distributors of, wholesale and retail dealers in and exporters, importers, manufacturers, processors, producers and packagers of dairy products, foods and consumables of all kinds, ingredients therefor and of goods of any kind used in or in



connection with the production, processing, packaging or distribution of foods and consumables: and of wholesalers and retailers, importers and exporters, merchants and manufacturers of goods of all kinds."

(2) by inserting clause (i) set out below:-

"(i) to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company."

(3) by inserting clause (j) set out below:-

"(j) to carry on any of the activities authorised by the foregoing in any part of the world and whatever as principals, agents, contractors, trustees or otherwise and by or through agents, contractors, trustees or otherwise, and either alone or in conjunction with others."

(4) by deleting the words "and may be carried on or exercised in any part of the world whether directly by the Company or through any subsidiary, agent, partner, or other person or company" from the proviso which follows clause (h)

DATED this 18th day of July 1984

Veronica A O'Shea
Secretary

A

THE COMPANIES ACTS 1948 TO 1980

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

PREN

2Please do not
write in this
binding margin

To the Registrar of Companies

For official use Company number



12

1827122

Name of company

Please complete
legibly, preferably
in black type, or
bold block lettering

EAGACH

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

Please mark X in the box below if a public company

Day Month
3 1 1 0

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Signed *D. A. Allen*, [Director][Secretary]† Date 27th July 1984

Presenter's name, address and
reference (if any):

Pinsent & Co,
Post & Mail House
26, Colmore Circus,
Birmingham,
B4 6BH.

Ref: CIR/JCP

For official use
General section

Post
COMPANIES REGISTRY
M
- 3 AUG
*
offices

THE COMPANIES ACTS 1948 TO 1981

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding margin.

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

16

1827122

Name of company

Preenco Dairy Products

Limited*

*delete if
inappropriate

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	0	3
---	---	---	---

†delete as
appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

3	1	0	3	1	9	8	6
---	---	---	---	---	---	---	---

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as
appropriate

The company is a [subsidiary] [holding company] of

The 600 Group Public Limited Company

, company number 196730

the accounting reference date of which is 31st March.

§delete as
appropriate

Signed



[Director] [Secretary] Date = 2 AUG 1985

Presenter's name, address and
reference (if any):

F. Pratt Engineering Corporation p.l.c.,
122, Oldfield Road,
Hampton,
Middlesex.
TW12 2HS

SW/PDP

For official use
General section

Post room

7 AUG



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Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

THE COMPANIES ACTS 1948 TO 1980

6

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

PRENCO DAIRY PRODUCTS

1827122

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

Hythe End House, Chertsey Lane, Staines, Middlesex. TW18 3EL

in lieu of*

122, Oldfield Road, Hampton, Middlesex. TW12 2HS

where it was previously kept

Signed

[Director] [Secretary]† Date

Presentor's name, address and
reference (if any):

F. Pratt Engineering Corporation
p.l.c.,
Hythe End House, Chertsey Lane,
Staines, Middlesex. TW18 3EL

SW/PDP



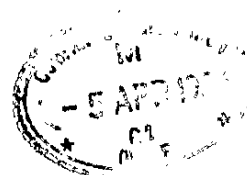
Printed & Supplied by:—

Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

For official use

General section

Post room



†delete as
appropriate

No: of
COMPANY

1827122

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF

PRENCO DAIRY PRODUCTS LIMITED

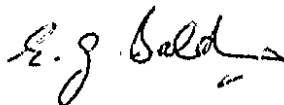
PASSED THE 23rd DAY OF JULY 1991

AT AN ORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY DULY CONVENED AND
HELD AT HYTHE END HOUSE, CHERTSEY LANE, STAINES, MIDDLESEX, TW18 3EL, ON THE
23rd DAY OF JULY 1991.

THE FOLLOWING RESOLUTION WAS PASSED:-

IN ACCORDANCE WITH THE DISPENSATION GIVEN BY
SECTION 252(1) OF THE COMPANIES ACT 1985 THE
AUDITORS, KPMG PEAT MARWICK McLINTOCK WILL NOT BE
RE-APPOINTED.

SIGNED



COMPANY SECRETARY

DATE 14-8-91



No: of
COMPANY

1827122

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF

PRENCO DAIRY PRODUCTS LIMITED

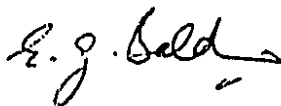
PASSED THE 23rd DAY OF JULY 1991

AT AN ORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY DULY CONVENED AND
HELD AT HYTHE END HOUSE, CHERTSEY LANE, STAINES, MIDDLESEX, TW18 3EL, ON THE
23rd DAY OF JULY 1991.

THE FOLLOWING RESOLUTION WAS PASSED:-

IN ACCORDANCE WITH THE DISPENSATION GIVEN BY
SECTION 252(1) OF THE COMPANIES ACT 1985 THE
AUDITORS, KPMG PEAT MARWICK McLINTOCK WILL NOT BE
RE-APPOINTED.

SIGNED



COMPANY SECRETARY

DATE 14-8-91



2011193

Company No. 1827122

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION

of

Prencu Dairy Products Limited

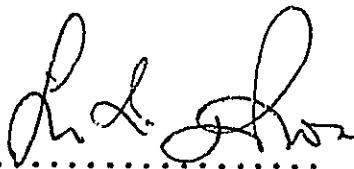
(Passed the 4th day of November 1993)

At an Extraordinary General meeting of the above-named Company, duly convened and held on the 4th day of November 1993, the following Resolution was duly passed as an Elective Resolution:-

ELECTIVE RESOLUTION

THAT the Company do elect pursuant to section 252 of the Companies Act 1985 (the "Act") to dispense with the laying of the Company's annual accounts, and the reports of the Company's directors before the Company in general meeting.

THAT the Company do elect pursuant to section 366A of the Companies Act 1985 to dispense with the holding of annual general meetings.


.....
CHAIRMAN

