

Number of Company: 2382851

COMPANIES ACT 1985 TO 1989 ("the Act")

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

P.F.A FINANCIAL MANAGEMENT LIMITED

(passed the 15th day of February 1995)

WE, the undersigned being the duly authorised signatories of the sole member of the Company who at the date of these Resolutions would be entitled to attend and vote at general meetings of the Company HEREBY pass the following Resolutions as Elective Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:-

- (1) that pursuant to S.366A of the Act the Company hereby elects to dispense with the holding of annual general meetings in 1995 and subsequent years (until this election is revoked);
- (2) that pursuant to S.252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting;
- (3) that pursuant to S.386 of the Act the Company hereby elects to dispense with the obligation to appoint auditors annually.

.....  
Gordon Taylor

.....  
Brendon Batson

