DORMANT COMPANY RESOLUTION

COMPANY NO: 2501661

THE COMPANIES ACT 1985 SPECIAL RESOLUTION

EMANUEL, PHILLIPS & GOODWIN LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, HELD ON THE TWENTIETH DAY OF FEBRUARY 1999 THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:

The Accounts of the Company for the financial year ending 31 October 1999 having been laid before the Company at the meeting, and the Company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint Auditors as otherwise required by the Companies Act 1985.

Date 20 February 1999

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