

MINUTES OF EXTRAORDINARY GENERAL MEETING

41 Mount Ephraim Management Limited

Minutes of the Extraordinary General Meeting of the above named Company duly convened and held at 40 Welbeck Street London W1M 8LN at 5.00 pm on the 26th day of November 1992

Present:

Leona Mary Mason (Chairman)
Susan Elizabeth Bennett

1. The Chairman declared that a quorum was present.

2. The Chairman proposed the following resolutions as Elective Resolutions:

1. ELECTION TO DISPENSE WITH THE LAYING OF ACCOUNTS AND REPORTS BEFORE A GENERAL MEETING.

That the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the laying of accounts and reports before the Company in general meeting.

2. ELECTION TO DISPENSE WITH HOLDING OF ANNUAL GENERAL MEETING.

That the Company elects in accordance with the Companies Act 1985 Section 379(A) to dispense with the requirement to hold an Annual General Meeting of the Company.

3. ELECTION TO DISPENSE WITH THE ANNUAL ELECTION OF AUDITORS.

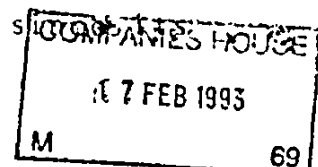
That the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the obligation to appoint auditors annually.

On a show of hands the Chairman declared the resolutions duly passed as Elective Resolutions.

3. The Chairman proposed the following resolution as a Special Resolution:

1. RESOLUTION TO DISPENSE WITH THE OBLIGATION TO APPOINT AUDITORS.

That the Company having been dormant since



formation and no accounts having been laid before the General Meeting resolves pursuant to Section 252 of the Companies Act 1985 to make itself exempt from the obligation to appoint auditors as otherwise required by Section 284 of that Act.

On a show of hands the Chairman declared the resolution duly passed as a Special Resolution.

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LEONA MARY MASON
CHAIRMAN