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(COPY)

(1) Special **resolution** Company Number 283110

of The Funeral Planning Council Limited

Passed the 15th day of December 1999.

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Melville House, 70 Drymen Road,

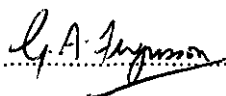
Bearsden, Glasgow G61 2RP

on the 15th day of December 1999

the following (1) Special RESOLUTION was duly passed:-

(2)

"That the Company, having been dormant throughout the year ended 31 March 1999 and no Accounts having been laid before it in General Meeting, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the Audit of Accounts".



G.A. Fergusson - Company Secretary

