

Company No. 2838710

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TOUCHE ROSS MANAGED SERVICES LIMITED

4 DECEMBER 1996

At the Annual General Meeting of the Sole Member of the Company duly convened and held at Stonecutter Court, 1 Stonecutter Street, London EC4A 4TR on 4 December 1996 the subjoined Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

"THAT in pursuance of the provisions of Section 250 of the Companies Act 1985 (as inserted by Section 14 of the Companies Act 1989) the requirement to re-appoint Auditors as specified in Section 384 of the Companies Act 1985 (as inserted by Section 119 of the Companies Act 1989) be and is hereby excluded

AND THAT in consequence thereof, and notwithstanding any provisions to the contrary in the Articles of Association, Auditors shall not be re-appointed."



A handwritten signature in dark ink, appearing to read "G. Morgan".

CHAIRMAN

PRESENTED BY:- DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR