

The Companies Act 1985
Company Limited by Shares

~~ELECTIVE~~ Resolution

Company Number

3010990

Midlands Investments Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Mucklow Hill, HALESOWEN, West Midlands, B62 8BP

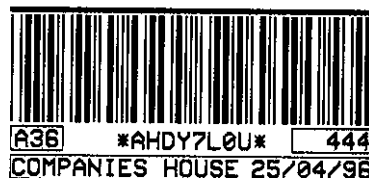
on 29 March 1996

the following ~~ELECTIVE~~ RESOLUTION was duly passed, viz:-

THAT the company hereby elects pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meetings.

THAT the company hereby elects pursuant to section 366A of the Act, to dispense with the holding of annual general meetings.

THAT the company hereby elects pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually.



Signed

Position

NOTE To be filed within 15 days of the passing of the ordinary resolution