

Company No. 3209941

The Companies Acts 1985 & 1989

Elective Resolution of

MEMBERSHIP SERVICES GENERAL LIMITED

Passed on 23 October 1997

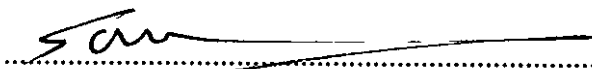
At a General Meeting of the above-named Company duly convened and held on
23 October 1997 the following Resolution was passed as an ELECTIVE RESOLUTION:-

ELECTIVE RESOLUTION

"THAT in accordance with Section 379A of the Companies Act 1985 ("the Act") the Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually."

Certified a True copy


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Chairman of the Meeting

