

Company No: 3372229

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

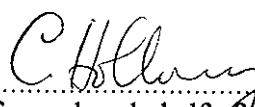
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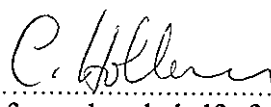
DENTON HALL SERVICES (UK) LIMITED

Dated 18TH February 1999

WE, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolutions be adopted as Elective Resolutions of the Company in accordance with Section 379A of the Companies Act 1985:

- (1) "That the Company hereby elects pursuant to Section 366A of the Companies Act 1985 (as amended) to dispense with the holding of Annual General Meetings in respect of the current year and subsequent years."
- (2) "That the Company hereby elects pursuant to Section 252 of the Companies Act 1985 (as amended) to dispense with the laying of accounts and reports before the Company in general meeting in respect of the current and subsequent financial years."
- (3) "That the Company hereby elects pursuant to Section 386 of the Companies Act 1985 (as amended) to dispense with the obligation to appoint auditors annually."


for and on behalf of
DH&B Nominees Limited


for and on behalf of
Gray's Inn Nominees Limited

