

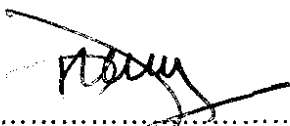
**GOURMET CONNECT LIMITED ("The Company")**

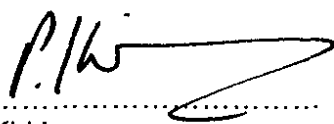
**Registered Number: 3537344**

**Elective Resolution - The Companies Act 1985**

We, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, passed by writing the following resolutions as elective resolutions pursuant to the articles of association, section 381A(6) of the above Act and to all other powers in that behalf and agree that such resolutions shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

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|------------------------------|----|---|
| ANNUAL<br>GENERAL<br>MEETING | 1. | THAT for the year in which this resolution is made and subsequent years the Company shall dispense with the holding of annual general meetings.                                   |
| APPOINTMENT<br>of AUDITORS   | 2. | THAT the Company shall dispense with the annual obligation to appoint auditors.   |
| LAYING of<br>ACCOUNTS        | 3. | THAT for the year in which this resolution is made and subsequent years the Company shall dispense with the laying of accounts and reports before the Company in general meeting. |

  
.....  
For and on behalf of  
Randall Parker Food Group Limited

  
.....  
P Kirkham

Date

9th August 1999

