

No. 3821597

The Companies Act 1985

Company Limited by Shares

GP NOMINEES LIMITED

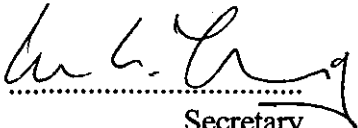
ELECTIVE RESOLUTIONS

(Passed 22 June 2000)

At an Extraordinary General Meeting of G P Nominees Limited (No. 3821597), duly convened and held at AEGON House, Edinburgh Park, Edinburgh on 22 June 2000, the following Resolutions were passed as Elective Resolutions:-

ELECTIVE RESOLUTIONS

1. That in accordance with the provisions of Section 252 of the Companies Act 1985 the Company hereby dispenses with the obligation to lay accounts and reports before a general meeting.
2. That in accordance with the provisions of Section 366A of the Companies Act 1985 the Company hereby dispenses with the holding of the Annual General Meeting for 2000 and subsequent years.
3. That in accordance with the provisions of Section 386 of the Companies Act 1985 the Company hereby dispenses with the obligation to appoint auditors annually and that during the term that such dispensation is in force the Directors be and are hereby authorised to fix the auditors' remuneration.


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Secretary

