

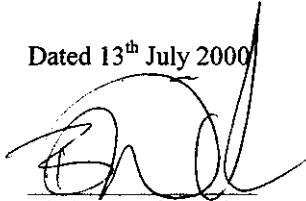
Registered No 3831969

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTIONS
OF
WINE LIMITED
(Passed 13th July 2000)

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company convened on 21 days notice in writing and held at the Registered Offices on 13th July 2000 at 7pm, all the Members of the Company entitled to vote at the meeting agreed, in person or by proxy, that the following resolutions be passed as Elective Resolutions of the Company pursuant to Section 379A of the Companies Act 1985 (as inserted by Section 116 of the Companies Act 1989):

1. THAT for the current year and all subsequent years, the Company shall dispense with the holding of Annual General Meetings.
2. THAT the Company shall dispense with the obligation to appoint auditors annually.
3. THAT for the current year and all subsequent years, the Company shall dispense with the laying of accounts and reports before the Company in General Meeting.

Dated 13th July 2000


Chairman of Meeting

