

COMPANIES ACT 1985


SP FINANCE

**UNLIMITED COMPANY HAVING A SHARE
CAPITAL**

COMPANY NO. 4587897

By a written resolution dated 28 November 2002, the following resolutions were passed.

1. **THAT** for the purpose of section 252 of the Companies Act 1985 the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. **THAT** for the purpose of section 366A of the Companies Act 1985 the Company elects to dispense with the holding of annual general meetings.
3. **THAT** for the purpose of section 386 of the Companies Act 1985 the Company elects to dispense with the obligation to appoint auditors annually.


.....
Company secretary

Presented by:
Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
(Reference: 40071)

