Company No: 5421969

ELY (BISPHOP'S PLACE) MANAGEMENT COMPANY LIMITED

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

ELECTIVE RESOLUTIONS passed as **Written Resolutions**

Passed

1500 April

2005

WE, the undersigned, being all the Members of the above-named Company for the time being entitled to receive notice of and to attend and vote at General Meetings hereby UNANIMOUSLY RESOLVE as follows:

RESOLUTIONS

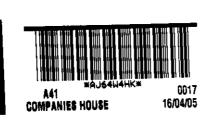
- 1 That, pursuant to the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
- 2 That, pursuant to the provisions of section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
- 3 That, pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.

for and on behalf of

Birketts Directors Limited

for and on behalf of

Birketts Secretaries Limited



64335.778 co resols