

31-12-97

THE COMPANIES ACTS 1985 TO 1989

WRITTEN RESOLUTION OF THE SOLE MEMBER

FOR INFO ONLY
WJB (480) LIMITED

REGISTERED NO: 178003



PASSED: 12TH DECEMBER 1997

We, the undersigned, being the sole member of the above company and having the right to attend and vote at a general meeting of the company hereby resolve as a special resolution:

"That the name of the company be changed to GEMINI (UK) LIMITED"

"That the regulations contained in the document marked A be adopted as the new Articles of Association of the company in place of and to the exclusion of all existing Articles of Association."

We further resolve as elective resolutions:-

- (a) That the company hereby elects pursuant to Section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the company in general meeting.
- (b) That the company hereby elects pursuant to Section 366 A of the Companies Act 1985 to dispense with the holding of Annual General Meetings:
- (c) That the company hereby elects pursuant to Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually and that while this election remains in force the remuneration of the auditors be fixed by the directors.


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**FOR AND ON BEHALF OF
W. & J. BURNESS (TRUSTEES) LIMITED
SOLE MEMBER**

