

Bannockburn Holdings Limited

Company number SC195478
(the "Company")

Resolutions in writing of the directors of the Company in accordance with Regulation 93 of Table A of the Companies Act 1985 that applies to the Articles of Association of the Company

3 June 2005

1 ELECTIVE REGIME

IT IS RESOLVED to ascertain whether the members would wish to take advantage of the provisions of the Companies Act 1985 (the "Act") in relation to private companies, by passing elective resolutions as follows:

- (a) In accordance with the provisions of Section 252 of the Act to dispense with the laying of accounts and reports before the Company in a general meeting for the current financial year ending 30 June 2005 and subsequent financial years.
- (b) In accordance with the provisions of Section 366A of the Act to dispense with the holding of an annual general meeting for the current and subsequent years.
- (c) In accordance with the provisions of Section 386 of the Act to dispense with the obligation to appoint auditors annually.

IT IS FURTHER RESOLVED that the members be requested to authorise the directors to agree the remuneration of the auditors.

2 WRITTEN RESOLUTION

IT IS RESOLVED THAT written resolutions to approve the above matters be circulated to the members of the Company for signature and that subject to approval the company secretary be authorised and requested to file a print of the resolutions with the Registrar of Companies.

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JC Elliot - Director

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JDG Perks - Director



Bannockburn Holdings Limited

Company number SC 195478
(the "Company")

We, the undersigned, being all the Members for the time being of the Company entitled to attend and vote at a General Meetings pass the following resolutions as Written Resolutions in accordance with Section 381A of the Companies Act 1985

3 June 2005

IT IS RESOLVED THAT:

- a. In accordance with the provisions of Section 252 of the Companies Act 1985 (the "Act") the members hereby elect to dispense with the laying of accounts and reports before the Company in a general meeting for the current financial year ending 31 March 2005 and subsequent financial years.
- b. In accordance with the provisions of the Act the members hereby elect to dispense with the holding of the annual general meeting for the current and subsequent years.
- c. In accordance with the provisions of Section 386 of the Act the members hereby elect to dispense with the obligation to appoint auditors annually.
- d. The directors be authorised to agree the auditors' remuneration until the above resolutions are revoked.

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Bannockburn Group Limited

CU/DH/BN

Company number: SC 195478

THE COMPANIES ACTS 1985 AND 1989

RESOLUTIONS

OF

BANNOCKBURN HOLDINGS LIMITED

PRIVATE COMPANY LIMITED BY SHARES

On the 3RD day of June 2005, the following WRITTEN RESOLUTIONS were duly passed by all the members of the Company entitled to attend and vote at a general meeting of the Company pursuant Section 381A of the Companies Act 1985.

IT WAS RESOLVED THAT:

- (a) In accordance with the provisions of Section 252 of the Companies Act 1985 (the "Act") the members hereby elect to dispense with the laying of accounts and reports before the Company in a general meeting for the financial period ended 31 March 2005 and subsequent financial years.
- (b) In accordance with the provisions of the Act the members hereby elect to dispense with the holding of the annual general meeting for the current and subsequent years.
- (c) In accordance with the provisions of Section 386 of the Act the members hereby elect to dispense with the obligation to appoint auditors annually.

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JC Elliot - Director