

COMPANY NO: 4475115.....

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION
OF

P + L UPHOLSTERY LIMITED
PASSED ON THE 21 ST DAY OF MAY 2004

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT

THE REGISTERED OFFICE

ON THE 21 ST DAY OF MAY 2004

THE FOLLOWING RESOLUTION(S) WERE DULY PASSED:

It was electively resolved and passed that in accordance with the provisions of Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts for the year end 31 July 2004 and subsequent financial years, in General Meeting.

Also that in accordance with the provisions of Section 366a of the Companies Act 1985 and the Company does hereby dispense with the holding of the AGM for 2005 and subsequent years.

Also that in accordance with the provisions of Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint Auditors annually.

SIGNED

[Signature]

(* DIRECTOR/SECRETARY OF COMPANY)

DATE

21 May 2004

* Delete as appropriate

