

Company Number: 3097162

The Companies Acts 1985 to 1989

**Elective Resolutions
(pursuant to Section 379A of the Companies Act 1985)**

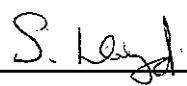
of

XENIA SYSTEMS LIMITED

At an Extraordinary General Meeting of the members of the above named Company held at 93 Ermine Road, Hoole, Chester, CH2 3PP on the 20th September 1995, the following Elective Resolutions were passed by agreement in person of all the members entitled to attend and vote at the meeting:

- (1) That the provisions of Section 80(A) Companies Act 1985 shall apply instead of the provisions of Section 80(4) and 80(5).
- (2) To dispense with the laying of accounts and reports before the company in general meeting for the current financial year and all subsequent financial years until this election is revoked pursuant to the provisions of Section 252 Companies Act 1985.
- (3) To dispense with the holding of annual general meetings for the current year and all subsequent years until this election is revoked pursuant to the provisions of Section 366A Companies Act 1985.
- (4) To dispense with the obligations to appoint auditors annually pursuant to Section 386 Companies Act 1985.
- (5) THAT pursuant to Sections 369(4) and 378 (3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein here were substituted references to 90 per cent.




Chairman