<u>COMPANY</u> <u>NO.</u> <u>03278743</u>

COMPANIES ACT 1985

SPECIAL RESOLUTION OF FIVE CO LIMITED

PASSED THE 23RD DAY OF APRIL 1998

At an Extraordinary General Meeting of the above named Company, duly convened and held at 235 Hursley Road, Chandlers Ford, Hampshire, on the 23rd day of April 1998, the following Special Resolution was duly passed:-

The Directors, under section 250 of the Companies Act 1985, agreed not to appoint Auditors as otherwise required under Section 384 of the Companies Act 1985, because the Company had been dormant during the year ended 30th November 1997.

Chairman

A06 *ADJRA5Q2* 521 COMPANIES HOUSE 28/04/98