RSH Associates Limited  
Company number 5396502  

Elective Resolution

We, the undersigned, being all the Members of the above-named company ("the Company") entitled to receive notice and attend and vote at General Meetings of the Company, make the following Resolutions which shall have force and effect as Elective Resolutions in terms of section 379A of the Companies Act 1985 and which shall, in accordance with section 381a of the Companies Act 1985, be as valid and effective as if the same had been duly passed at a General Meeting of the Company duly convened and held, a copy of this resolution having been sent to the auditors of the Company in Accordance with section 381B of the Companies Act 1985, and the auditors having given no notice that the Resolution either concerns them as auditors or needs to be considered by the Company in General Meeting.

1. That the Company dispense with the holding of Annual General Meetings.

2. That the Company dispense with the lays of accounts and reports before general meetings.

3. That the Company dispense with the annual appointment of auditors.

4. That until otherwise determined by the Company in General Meeting or by Written Resolution the remuneration of the directors shall be as from time to time determined by the directors and such remuneration shall be divided among the directors as they think fit.

5. That the Company dispense with the obligation to appoint auditors annually and that during the term that such dispensation is in force the Directors be and they are hereby authorised to fix the auditors remuneration.

Signed  

Dated  

Mrs. R. Crockett

Michael Hughes

14/3/06