

Company Number: 2661279

**THE COMPANIES ACT 1985 & 1989
A PRIVATE COMPANY LIMITED BY SHARES**

ELECTIVE RESOLUTION

OF

THE GAYMER GROUP OVERSEAS HOLDINGS LIMITED ("the Company")

At the 2001 Annual General Meeting of the Company duly convened and held at Whitchurch Lane, Bristol, on the 14 day of November 2001, in accordance with Section 379A of the Companies Act 1985, the following Resolutions were duly passed as Elective Resolutions:-

ELECTIVE RESOLUTIONS

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby dispenses with the holding of Annual General Meeting;

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby dispenses with the laying of Account and Reports before General Meetings of Members;

THAT pursuant to Section 286 of the Companies Act 1985 the Company hereby dispenses with the annual appointment of Auditors.

Dated: 16.11.01

Arundel Redfern
.....

Company Secretary
For and on Behalf of
The Gaymer Group Overseas Holdings Limited



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COMPANIES HOUSE 16/05/02