

**Company No. 5756902**  
**THE COMPANIES ACT 1985-1989**  
**COMPANY LIMITED BY SHARES**  
**OF BERKELEY ONE HUNDRED AND NINETEEN LIMITED**

**Passed the 29 March 2006**

**At a General Meeting of the members of the above-named company, duly convened and held at Berkeley House, 19 Portsmouth Road, Cobham, Surrey, KT11 1JG on the 29 March 2006, the following Resolutions were passed:**

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| <b>LAYING OF ACCOUNTS</b>                                      | THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.   |
| <b>HOLDING OF ANNUAL GENERAL MEETINGS</b>                      | THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 2007 and subsequent years until this election is revoked.  |
| <b>AUTHORITY TO ALLOT UNISSUED CAPITAL</b>                     | THAT the Company elects that the provisions of Section 80A of the Companies Act 1985 apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or the renewal after the said election of authority to allot shares.   |
| <b>MAJORITY CONSENTING TO SHORT NOTICE OF GENERAL MEETINGS</b> | 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 there were substituted references to 90 per cent, being a percentage not less than 90 per cent. |
| <b>RE-ELECTION OF AUDITORS</b>                                 | THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.  |

Certified to be a true copy.

29 March 2006

Signed:   
Chairman/Secretary

