

26-08-98

I. P. CLARKE & COMPANY, LIMITED

Company number: 93416

Extract of minutes of an extraordinary general meeting of members
held at Newtown Mill, Lees Street, Swinton, Manchester M27 6DA
on 24 December 1997

1 "Quorum.

The Chairman declared that a quorum of members were present and the meeting proceeded to business.

2 Elective resolutions.

It was noted that the meeting had been convened to discuss and vote on elective resolutions in accordance with Section 379A of the Companies Act 1985 ("the Act") and therefore after due consideration:

I. IT WAS RESOLVED AS AN ELECTIVE RESOLUTION THAT pursuant to Section 252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting;

II. IT WAS RESOLVED AS AN ELECTIVE RESOLUTION THAT pursuant to Section 366A of the Act, the Company hereby elects to dispense with the holding of annual general meetings;

III. IT WAS RESOLVED AS AN ELECTIVE RESOLUTION THAT pursuant to Section 386 of the Act, the Company hereby elects to dispense with the obligation to appoint auditors annually; and

IV. IT WAS RESOLVED AS AN ELECTIVE RESOLUTION THAT while the election made by Resolution III) above remains in force, the remuneration of the auditors be fixed by the Directors.

The Secretary was instructed to complete the necessary formalities.

There being no further business the Chairman closed the meeting."

The foregoing is hereby certified to be a true extract of the extraordinary general meeting minutes above referred to.



Director

