

16 - 07 - 96



ID: 12137

Company No: 00157062

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN ELECTIVE RESOLUTION

of

SERCK LIMITED

I/WE the undersigned, being or representing the holders of the entire issued share capital of the Company **HEREBY RESOLVE** as follows:

RESOLUTION


"That

- (a) pursuant to the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting;
- (b) pursuant to the provisions of section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings; and
- (c) pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually."

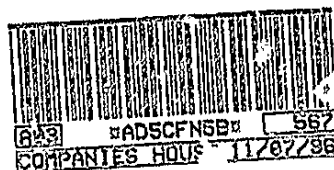
Shareholder

BTR Industries Limited

Signature



.....
(for and on behalf of BTR Industries
Limited by its duly appointed attorney
Partco Group plc)



16 - 07 - 96

BTR Secretaries Limited

.....*C. D. Stone*.....
(for and on behalf of BTR Secretaries
Limited by its duly appointed attorney
Partco Group plc)

Dated 26th June 1996

16-07-96

ID: 12137

Company No: 00157062

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN ELECTIVE RESOLUTION

of

SERCK LIMITED

I/WE the undersigned, being or representing the holders of the entire issued share capital of the Company **HEREBY RESOLVE** as follows:

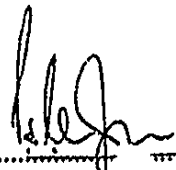
RESOLUTION

"That pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually."


Shareholder

BTR Industries Limited

Signature

X 
.....
(for and on behalf of BTR Industries Limited by its duly appointed attorney Partco Group plc)

BTR Secretaries Limited

X  X
.....
(for and on behalf of BTR Secretaries Limited by its duly appointed attorney Partco Group plc)

Dated X 28th June 1996

16 - 07 - 96

ID:12166

Certificate No: 00157062

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

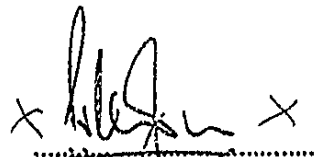
SERCK LIMITED

Passed ~~23rd~~ June 1996

At the Annual General Meeting of the Company, duly convened and held on ~~23rd~~ June 1996 the following special resolution was passed as special business of the Company:-

SPECIAL RESOLUTION

"That with effect from the passing of this resolution the regulations contained in the document produced to this meeting and for the purpose of identification signed by the Chairman thereof be and are approved and adopted as the Article of Association of the Company in substitution for and to the exclusion of all existing Articles of Association."


Chairman of the meeting

