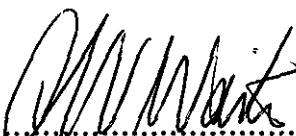


Company Number: 167950

THE COMPANIES ACT 1985 ("the Act")
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
AUSTIN REED (MANUFACTURING) LIMITED
(Passed on 30th November 2000)

In accordance with Section 381A of the Companies Act 1985 the following Resolutions were agreed and duly passed as Elective Resolutions.

1. **THAT**, pursuant to Section 366A of the Act, the Company hereby elects to dispense with the holding of annual general meetings for the current year and all subsequent years.
2. **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 for the current financial year and all subsequent financial years.


.....
Secretary

Date: 11th December 2000

