Our ref: VMB/IR

Company Number: 187108

COMPANIES ACT 1985

AND

INSOLVENCY ACT 1986

NORWEST HOLST GROUP ADMINISTRATION LIMITED

At an extraordinary general meeting of the above named company convened and held at 10.00am on 25 November 1997 at Astral House, Imperial Way, Watford, Hertfordshire WD2 4YX the following resolutions were passed:

A as a special resolution, B, D and E as ordinary resolutions and C as an extraordinary resolution.

A THAT the company be wound up voluntarily.

B THAT Vivian Murray Bairstow and Daniel Robert Whiteley Smith of Robson Rhodes, 186 City Road, London EC1V 2NU, be appointed as joint liquidators for the purpose of such winding up.

C THAT the joint liquidators may divide among the members of the company in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members.

D THAT the joint liquidators act jointly and severally.

E THAT the joint liquidators be provided with a schedule of the company's records which are to be held by Norwest Holst Limited to the order of the joint liquidators.

25 November 1997 ..... A M Comba .....

Date Chairman

[Authenticated by: N/A.

[Chartered/Certified Accountant]