

14 - 03 - 97

No 287790

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

SIMON U.K. LIMITED

Company No 287790

Passed the 10th day of March 1997

At an Extraordinary General Meeting of the above-named Company duly convened and held on 10th March 1997 the following resolution was duly passed as a Special Resolution in accordance with section 250 of the Companies Act 1985:-

Special Resolution

THAT the accounts of the Company for the financial year ended 31st December 1995 having been sent out in accordance with Section 238 of the Companies Act 1985 and the Company having been dormant since the year end, the Company hereby resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.



CHAIRMAN OF THE MEETING

