

**The Companies Act 1985 and 1989
Company Limited by Shares**

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number: 306023

Company Name: Weyburn-Bartel Limited

At an Extraordinary General Meeting of the members of the above-named company,
duly convened and held at:

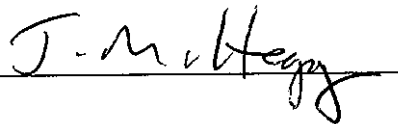
The Manchester International Office Centre, Styal Road, Manchester M22 5TN

on 10th November 1997

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the accounts of the Company for the financial year ending 31st December 1996
having been sent out in accordance with Section 238 of the Companies Act 1985, and
the Company, having been dormant since the end of that year, resolves to make itself
exempt from the provisions of Part VII of the Companies Act 1985 relating to the
audit of accounts and from obligation to appoint auditors.

Signed



Secretary

Date

11-11-97

