

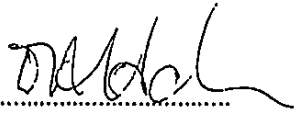
**WRITTEN RESOLUTIONS
OF
D. STANSFIELD LIMITED
(Company No: 357825)
Passed 8 March 1998**

We, the undersigned, being all the members for the time being of the above named Company entitled to attend and vote at general meetings thereof **HEREBY PASS** the following resolutions as special resolutions of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. **THAT** the memorandum of association produced to the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the new Memorandum of Association of the Company in substitution for and to the exclusion of all other memoranda of association.
2. **THAT** the regulations produced to the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all other articles of association.


.....
DAVID ALAN HALSALL


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for and on behalf of
**DAVID HALSALL
INTERNATIONAL LIMITED**

We confirm receipt of the written resolution of which this is a copy:


.....
Arthur Andersen

Dated: 25 March 1998

