

No. 376920

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

R E S O L U T I O N S

OF

AVERYS OF BRISTOL, LIMITED

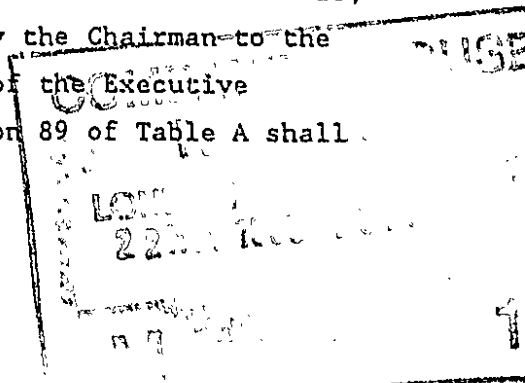
(Passed on 26th September, 1990)

At the Annual General Meeting of the Company duly convened and held at 23 Charles Street, London W1 on 24th September, 1990 and duly adjourned to 7 Park Street, Bristol BS1 7NE on 26th September, 1990 the following Resolutions were duly passed, no. 1 as a Special Resolution of the Company and nos. 2 to 4 as Elective Resolutions of the Company:

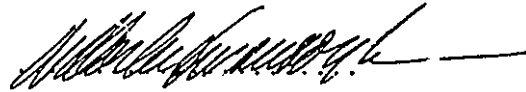
RESOLUTIONS

1. That the Articles of Association of the Company be altered by the deletion of the existing Regulation 12 and the substitution of the following:

"12. The quorum for a meeting of the directors shall be the Chairman and any two other members of the Executive Committee present throughout the meeting, and for this purpose the Executive Committee shall consist of the Chairman and such other directors, not exceeding four, as shall be notified by the Chairman to the Company as the members for the time being of the Executive Committee. The first sentence of Regulation 89 of Table A shall not apply."



2. That under Section 252 of the Companies Act 1985 the laying of accounts and reports before the Company in general meeting shall be dispensed with.
3. That under Section 366A of the Companies Act 1985 the holding of annual general meetings of the Company shall be dispensed with.
4. That under Section 386 of the Companies Act 1985 the annual appointment of auditors shall be dispensed with.



Chairman

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