

05 - 12 - 95

THE COMPANIES ACT 1985

409829

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 Companies Act 1985

of Chappell Morris Limited

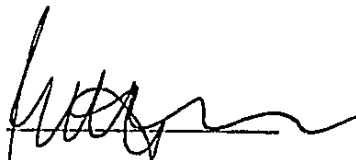
passed the 7th May 1995

At a general meeting of the members of the above-named company, duly convened and held at 129 Park Street, London, W1Y 3FA on the 7th May 1995, the following SPECIAL RESOLUTION was passed:

AUDITORS

THAT in accordance with the provisions of Section 252 of the Companies Act 1985 the Company being a dormant company within the meaning of the said section, Section 384(1) of the Companies Act 1985 shall not apply and accordingly no auditors shall be appointed.

Signed:


Chairman / Secretary

