

Company Number: 440059

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

(Pursuant to Section 250 of the Companies Act 1985)

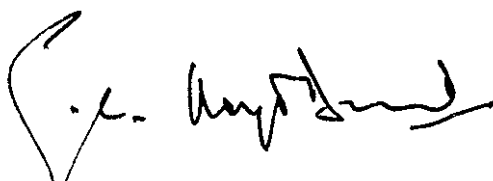
ARCHITAL LUXFER LIMITED

(Passed the 30th day of January 1997)

At the Annual General Meeting of the above Company duly convened and held at 6, St. James's Square, London, SW1 on the 30th day of January 1997, the following Special Resolution was duly passed:

SPECIAL RESOLUTION

THAT In accordance with the provisions of Section 250 of the Companies Act 1985, and the company being a dormant company within the meaning of the said Section, the company resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, Section 384.



.....
G.C.Lloyd-Davis
Director

