

No:686623

Company limited by shares

RESOLUTIONS

of

CENTRALGLEN LIMITED

At an extraordinary general meeting of the above-named Company duly convened and held on ~~March 23~~ 23 1998 the following resolutions were duly passed, resolutions 1 to 3 as elective resolutions and resolutions 4 to 6 as special resolutions:-

ELECTIVE RESOLUTIONS

1. That, pursuant to section 252 of the Companies Act 1985 (as amended by the Companies Act 1989), the directors in respect of this and subsequent financial years shall not be required to lay before the Company in general meeting copies of the Company's annual accounts, the directors' report or the auditors' report on... those accounts.
2. That, pursuant to section 366A of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not in this and subsequent years be required to hold annual general meetings.
3. That, pursuant to section 386 of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not be obliged to appoint auditors annually.

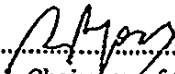
SPECIAL RESOLUTIONS

4. That the Regulations contained in the document produced to the Meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as amendments of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.
5. That the Company's directors be acknowledged as having been duly appointed and such appointments be hereby ratified.



6. That the Company hereby ratifies (to the extent permitted at law) any breach of or non-compliance with the Company's articles of association prior to the date of this resolution, whether by any Director of the Company or otherwise.

RESOLUTION ONLY
PROCESSED SEPARATELY


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Chairman of the Meeting