

02 - 05 - 95

GOLD GROUP INTERNATIONAL LIMITED

Company Number 856011



We, the undersigned, being all the Members of the above-named company ("the Company") entitled to receive notice and attend and vote at General Meetings of the Company, make the following Resolutions which shall have force and effect as Elective Resolutions in terms of Section 379A of the Companies Act 1985 and which shall, in accordance with section 381A of the Companies Act 1985, be as valid and effective as if the same had been duly passed at a General Meeting of the Company, duly convened and held, a copy of this resolution having been sent to the auditors of the Company in accordance with section 381B of the Companies Act 1985, and the auditors having given no notice that the resolution either concerns them as auditors or needs to be considered by the Company in General Meeting.

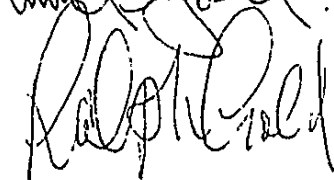
ELECTIVE RESOLUTIONS

1. That the Company dispense with the holding of Annual General Meetings
2. That the Company dispense with the laying of accounts and reports before general meetings.
3. That the Company dispense with the annual appointment of auditors.

Signed: 

DAVID GOLD

10 APR 1995


RALPH GOLD

10 APR 1995