

No: 878491

Company Limited by Shares

RESOLUTIONS

of

Florascenic Ltd

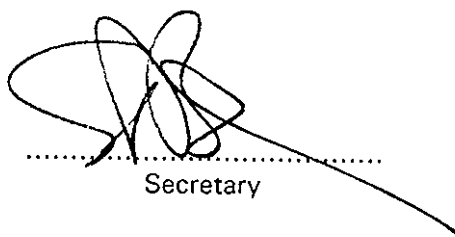
At an Extraordinary General Meeting of the abovenamed Company duly convened and held on 4th November 1996 the following Resolutions 1 and 2 were passed as Special Resolutions and Resolutions 3 and 4 were passed as Elective Resolutions:-

SPECIAL RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company be altered by deleting the existing clause 3 thereof and substituting therefor a new clause in the form set out in the document marked "A" submitted to this Meeting and, for the purpose of identification, signed by the Chairman hereof.
2. That the regulations contained in the document marked "B" submitted to this Meeting and, for the purpose of identification, signed by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.

ELECTIVE RESOLUTIONS

3. 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, and they shall not be required to, lay before the Company in general meeting copies of the Company's annual accounts and reports.
4. 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 hold Annual General Meetings.


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Secretary

