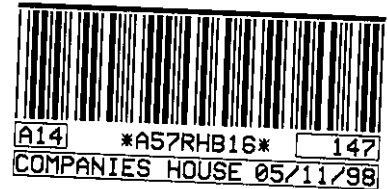


The Companies Act 1985
Company Limited by Shares

Special Resolution



Pursuant to section 278(2) of the Companies Act 1985

Company Number

1274704

FIRTH AND PILLING LIMITED

At an **Extraordinary General Meeting** of the members of the above-named company, duly convened and held at:

Sapphire Court, Walsgrave Triangle, Coventry CV2 2TX

on the 27 October 1998

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT THE COMPANY HAVING SATISFIED THE PROVISIONS OF SECTION 250 COMPANIES ACT 1985 RELATING TO DORMANT COMPANIES BE AND IT IS HEREBY EXEMPT FROM THE PROVISIONS OF THE ACT RELATING TO THE AUDIT OF ACCOUNTS.

Signed 

Position SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution