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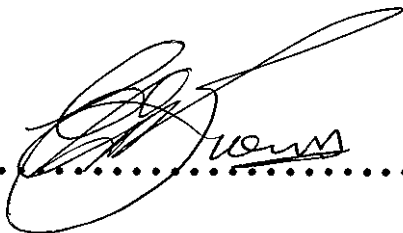
G.N. & C. GALLERIES LTD.

Special Resolution pursuant to Section 252 of the
Companies Act 1985.

At the Annual General Meeting of
the Company held on the 22nd May
1996 at 14 South St, London,
W1Y 5PJ, the following Special
Resolution was passed :

That, in accordance with Section
252 of the Companies Act 1985, the
Company shall be exempt from
obligation to appoint Auditors
as otherwise required by Section
384 of the Act.

Signed

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Company Secretary

Date

.....22/5/96.....

