

08-08-96

CHAPMAN FREEBORN LIMITED

COMPANY NUMBER. 1378919

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of CHAPMAN FREEBORN LIMITED

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as an Elective Resolution and agree that the Said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

THAT the Company elects pursuant to Section 366 A of the Companies Act 1985 (as amended) to dispense with the holding of annual general meetings.

Signature: _____

C E Chapman

Signature: _____

L N Clark

(AGM)

29.7.96.



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of CHAPMAN FREEBORN LIMITED

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THAT the Company elects in accordance with Section 386 of the Companies Act 1985 (as amended) to dispense with the obligation to appoint auditors annually.

Signature:  C E Chapman

Signature:  L N Clark

(AUDITORS)

29.7.96.



08 - 08 - 96

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THAT the Company elects in accordance with Section 252 of the Companies Act 1985 (as amended) to dispense with the laying of accounts and reports before the Company in General Meeting.

Signature: _____

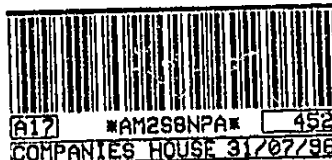
C E Chapman

Signature: _____

L N Clark

(ACCOUNTS)

29.7.96.



08-08-96

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PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of CHAPMAN FREEBORN LIMITED

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THAT the Company elects that Section 80 A of the Companies Act 1985 (as amended) shall apply instead of the provisions of Section 80 (4) and (5) in relation to the giving and renewal of any authority under that Section.

Signature: _____

C E Chapman

Signature: _____

L N Clark

(ALLOTMENTS)

29.7.96

