COMPANIES ACT 1985 to 1989 COMPANY LIMITED BY SHARES

Special Resolution of KOKORO COMPANY LIMITED

(the "Company")

(passed 18th July, 1997)

At the Thirteenth Annual General Meeting of the Company duly convened and held at 4-9-1, Sinneidai, Hamura City, Tokyo, Japan on 18th July 1997, the following resolution was duly passed as a Special Resolution of the Company.

Special Resolution

The Company having been dormant since its formation, resolves under Section 250 of the Companies Act 1985 to make itself exempt from the Provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors

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Giko Sakai Secretary