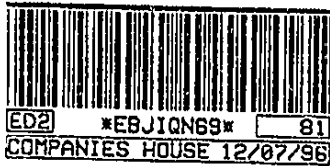


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COMPANY NO. 02004028



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-OF-

TIP EUROPE LIMITED

pursuant to Sections 379A and 381A of the Companies Act 1985 ("the Act")

(Passed on 25th Jun 1996)

We, the undersigned being all the members of the Company who at the date of this Resolution are entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE, that the following Resolutions be duly passed as Special and Elective Resolutions as indicated:

SPECIAL RESOLUTION

- (1) THAT the Articles of Association in the form produced and attached to this Written Resolution be adopted as the Articles of Association of the Company to the exclusion of the existing Articles of Association of the Company.


ELECTIVE RESOLUTIONS

- (2) THAT the provisions of Section 80A of the Act shall apply, in place of Section 80(4) and (5) of the Act, in relation to the giving of renewal, after the passing of this resolution, of an authority under the said Section 80.
- (3) THAT the Company hereby elects:
- (a) to dispense with the holding of annual general meetings in accordance with Section 366(A) of the Companies Act 1985,

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- (b) to dispense with the laying of accounts and reports before the Company in general meeting in accordance with Section 252 of the Companies Act 1985,
- (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Companies Act 1985,

Dated this 25th day of June 1996


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Signed by a duly authorised representative for and on behalf of **GE CAPITAL CORPORATION LIMITED**