

DORMANT COMPANY RESOLUTION

COMPANY NO. 02614418

THE COMPANIES ACT 1985, SECTION 250

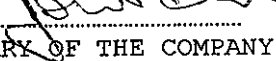
SPECIAL RESOLUTION OF

QUARLTON LIMITED

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY HELD ON THE
31ST DECEMBER 1996.

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED :-

The company, having been dormant since its formation resolves
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.

SIGNED 
SECRETARY OF THE COMPANY

DATE: 31.12.96

