

Company No.: 2776034

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

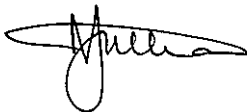
of

PRICECOSTCO LIMITED

At a general meeting of the company duly convened and held on 27th day of August 1997 the following resolution was passed as a special resolution:

"That in accordance with section 250 of the Companies Act 1985, the company being a dormant company within the meaning of the said section, the company shall be exempt from the provisions of the Companies Act 1985 relating to the audit of accounts and obligation to appoint auditors".

Signed:



Mr Magan K. Chauhan
Director & Secretary

board\sprespl\26/8/97

