

BENTINCK MANAGEMENT LIMITED

We Edsaco Participation Limited, being the sole member of the Company for the time being, hereby resolve as elective resolutions

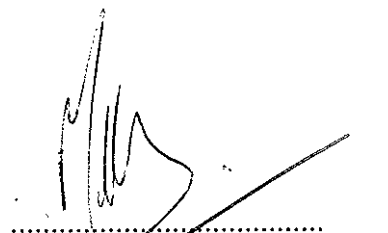
THAT the Company dispense with the need to hold Annual General Meetings,

THAT the Company dispense with the need to reappoint Auditors each year, and

THAT the Company dispense with the need to lay the Accounts before the Members in General Meeting,

all with immediate effect and, for the avoidance of doubt, we declare that these resolutions shall apply commencing with the consideration of the Accounts for the year ended 31st March 1998.

Dated this 6th day of August 1998



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For and on behalf of
Edsaco Participation Limited

benm/tb

