

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

AMSPROP TRADING LIMITED

19 MARCH 1996

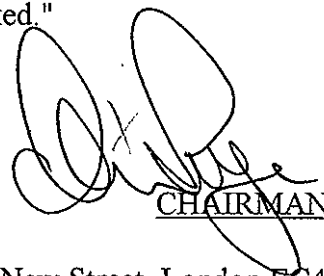
At the Annual General Meeting of the above Company duly convened and held at Brentwood House, 169 Kings Road, Brentwood, Essex CM14 4EF on 19 March 1996 the following Resolutions numbered 1, 2 and 3 were unanimously passed as Elective Resolutions, and Resolution number 4 was passed as an Ordinary Resolution:

ELECTIVE RESOLUTIONS

1. "THAT, pursuant to Section 366A of the Companies Act 1985, the holding of the Company's Annual General Meetings be and is hereby dispensed with."
2. "THAT, pursuant to Section 252 of the Companies Act 1985, the laying of Accounts and Reports before the Company in General Meeting be and is hereby dispensed with."
3. "THAT, pursuant to Section 386 of the Companies Act 1985, the obligation to appoint Auditors annually be and is hereby dispensed with."

ORDINARY RESOLUTION

4. "THAT, the Board of Directors be and is hereby authorised to agree the Auditors' remuneration as required from time to time until such time as the Elective Resolution to dispense with the annual appointment of Auditors is revoked."


CHAIRMAN

PRESENTED BY: DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR

