

09 - 06 - 97

Company number: 2849316

COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

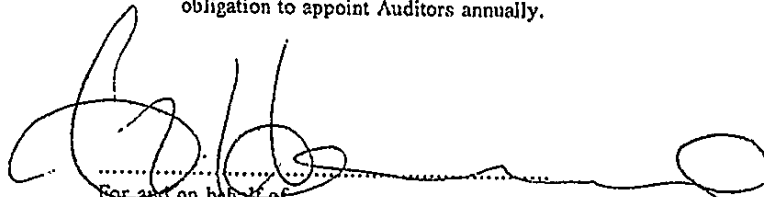
RESOLUTIONS IN WRITING OF

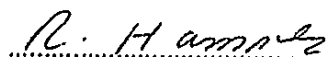
A V D COSMETICS LIMITED

We, the undersigned, being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

ELECTIVE RESOLUTIONS

1. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of the Annual General Meeting in 1998 and subsequent years until this election is revoked.
2. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
3. That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

  
.....  
For and on behalf of  
Hammer Holdings Limited

  
.....  
R Hamner

Dated: 19.5.97

Presenter:

Harley Street Registrars Limited  
21 Bedford Square  
London  
WC1B 3HH

