

RUESCH INTERNATIONAL LIMITED

We being the sole member of the above company hereby confirm that we have passed the following elective resolutions on October 25, 1994

Elective Resolutions

IT IS RESOLVED as follows:-

Section 252


that the Company dispense with the requirement to lay accounts and reports before the Company in general meeting with effect in relation to the accounts and reports in respect of the current financial period and subsequent financial periods.

Section 366A

that the Company dispense with the requirement to hold annual general meetings with effect from the date of this resolution.

Section 386

that the Company dispense with the requirement to appoint auditors annually with effect from the date of this resolution.

  
For and on behalf of  
Ruesch Holding Inc.

Dated: 10/25/94 1994

QAS/CM/1145X

