

13 - 05 - 96

Company No. 3043814

BC PARTNERS EUROPE LIMITED ("the Company")

RESOLUTIONS IN WRITING of BC PARTNERS HOLDINGS LIMITED,
the Sole Member of the above Company, passed in accordance with the Articles of
Association of the Company

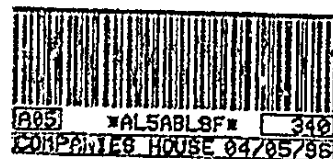
SPECIAL RESOLUTION

The Company HEREBY RESOLVES, since it has been dormant and has had no significant accounting transactions since its incorporation, to make itself exempt from the provisions of Part VII of the Companies Act 1985 (as amended) relating to the audit of accounts and from the obligation to appoint auditors.

ELECTIVE RESOLUTIONS

The Company, having been dormant since its formation, HEREBY RESOLVES:-

1. THAT, in accordance with Sections 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings for the year 1996 and subsequent years;
2. THAT, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the year ending 31 December 1995 and subsequent years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting;
3. THAT, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the year ending 31 December 1995 and subsequent years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.



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For and on behalf of
BC Partners Holdings Limited
Sole Member

2nd MAY 1996
Date

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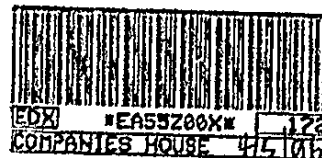
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by and for
For and on behalf of
BC Partners Holdings Limited
Sole Member

2nd MAY 1996
Date