

19-12-96

COMPANY NO: 03058967

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY/SPECIAL RESOLUTION
OF

I.B.E.P. LIMITED

PASSED ON THE NINTH DAY OF DECEMBER 1996

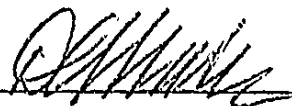
AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND
HELD AT THE REGISTERED OFFICE ON THE NINTH DAY OF DECEMBER 1996.

THE FOLLOWING ELECTIVE RESOLUTIONS WERE DULY PASSED:-

- S 366A Dispense with holding of AGMs
- S 252 Dispense with laying accounts before general meetings
- S 386 Dispense with appointing auditors annually
- S 369(4) Majority required to authorise short notice of meeting

THE RESOLUTION IS AGREED TO AT THIS MEETING, IN PERSON OR BY PROXY, BY
ALL THE MEMBERS ENTITLED TO ATTEND AND VOTE AT THE MEETING.

SIGNED



DIRECTOR OF COMPANY

DATE

10-12-96

