

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

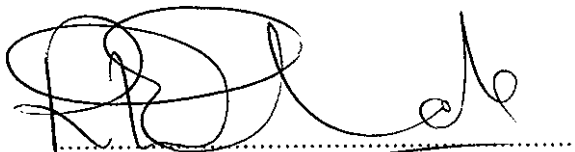
OF

GREEN ELECTRON LIMITED

At the Annual General Meeting of the Company held at 800 Park Avenue, Aztec West, Almondsbury, Bristol, BS12 4SE on 17 December 1997 the following resolution was passed as a special resolution.

**SPECIAL RESOLUTION**

That in accordance with s250 of the Companies Act 1985, the company being a dormant company within the meaning of the said section, throughout the period covered by its first accounting period (being from its incorporation on 22 April 1996 to 30 April 1997), the company shall be exempt for such period from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and obligation to appoint auditors.



Company Secretary

