

RESOLUTIONS OF
INTEROTEX LIMITED

Passed 2nd December 1999

At the Annual General Meeting of the above-named Company duly convened and held at Unit 1, Cheltenham Trade Park, Cheltenham, Gloucestershire, GL51 8LZ the following Resolutions were duly passed as Ordinary, Elective and Special Resolutions:

"ORDINARY RESOLUTION

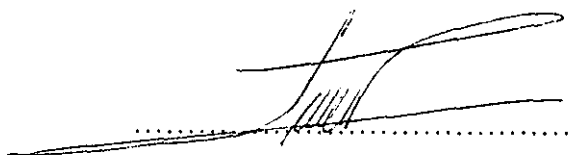
1. 'THAT since the Company falls within the criteria set out in Section 249A of the Companies Act 1985 ('the Act') and is thus exempt from the obligation to appoint auditors in accordance with section 388A of the Act Messrs KPMG of 2 Cornwall Street, Birmingham, B3 2DL not be re appointed.'

ELECTIVE RESOLUTIONS

- 2.1 'THAT the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the laying of accounts and reports before the Company in general meeting'; and
- 2.2 'THAT the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the requirement to hold an annual general meeting of the Company'.

SPECIAL RESOLUTION

3. 'THAT notwithstanding the provisions of clause 5.1 of the Shareholders Agreement Jose Maria Lopez Bergada be re appointed Chairman of the Company until as may be determined by the Company in General Meeting'."


CHAIRMAN

