

VSM PROPERTIES LIMITED

SPECIAL RESOLUTION

of VSM PROPERTIES LIMITED

"THAT" in pursuance of the provisions of Section 250 of the Companies Act 1985 (as inserted by Section 14 of the Companies Act 1989) the requirement to appoint Auditors as specified in Section 384 of the Companies Act 1985 (as inserted by Section 119 of the Companies Act 1989) be and is hereby excluded.

AND THAT in consequence thereof, and notwithstanding any provisions to the contrary in the Articles of Association, Auditors shall not be appointed".

Dated 18/1/98

Signed: [Signature]
for and on behalf of VSM PROPERTIES LIMITED

