

21-05-97

Number of
Company) 3313345

The Companies Act 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF THE MEMBERS IN WRITING


of

ABF OVERSEAS LIMITED

Pursuant to Section 381A of the Companies Act 1985 ('the Act') we the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at a general meeting of the company hereby resolve:

That the company hereby elects

- (i) pursuant to Section 252 of the Act to dispense with the laying of accounts before the company in general meeting
- (ii) pursuant to Section 366A of the Act to dispense with the holding of annual general meetings, and
- (iii) pursuant to Section 386 of the Act to dispense with the obligation to appoint auditors annually.


For and on behalf of ABF Investments plc

DIRECTOR

Dated this.....14th.....day of May 1997

