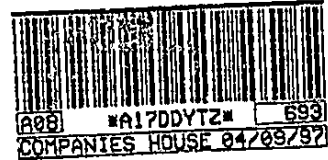


Company Number 3428408

WRITTEN ELECTIVE RESOLUTIONS OF

CARBONARI mp LIMITED




We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Elective Resolutions and agree that the said resolutions shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

1. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings.
2. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
3. That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

Date: 3rd September 1997


(Authorised signatory of INSTANT COMPANIES LIMITED)


(Authorised signatory of SWIFT INCORPORATIONS LIMITED)

The above is a true record of a written resolution passed pursuant to Section 381A of the Companies Act 1985.


(Authorised signatory of SWIFT INCORPORATIONS LIMITED - Secretary)