

Company No. 3437350

C/N: 2/12/97
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

FOSSILFLAME LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

SPECIAL RESOLUTION IN WRITING

THAT the Company's memorandum of association be altered by the adoption of a new clause 3(A) in the form of the annexed draft, initialled by the chairman for the purpose of identification, in substitution for existing clause 3(A).

This written resolution shall take effect as a special resolution.

SIGNATURE:

Shirley Byrne
for and on behalf of **Clifford Chance Nominees Limited**

DATE:

18 November 1997

