

CRO No. 3503405

THE COMPANIES ACTS 1985 to 1989

RUTHVEN LIMITED

(the "Company")

MEMBERS' WRITTEN RESOLUTIONS

We the undersigned, being all the Members of the Company having the right to attend and vote at general meetings of the Company, hereby consent in writing to the passing of the resolutions set out below, to the effect that each such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held:-

TO TAKE EFFECT AS ELECTIVE RESOLUTIONS

1. To Dispense with Annual General Meetings

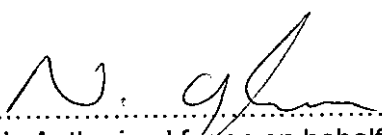
THAT the Company elects, in accordance with Sections 366A and 379A of the Companies Act 1985, to dispense with the requirement to hold annual general meetings of the Company.


2. To Dispense with Annual election of Auditors

THAT the Company elects, in accordance with Section 386 and 379A of the Companies Act 1985, to dispense with the requirement to appoint the Company's auditors annually.

3. To Dispense with Laying of Accounts Before General Meeting

THAT the Company elects, in accordance with Sections 252 and 379A of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meeting.


.....
Duly Authorised for an on behalf of
OSS Directors Limited


.....
Duly Authorised for an on behalf of
OSS Secretaries Limited

Dated 15. 10. 98 1998

