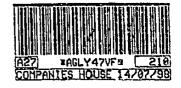
20-07-98

Company No. 3565652 THE COMPANIES ACTS 1985 AND 1989 PRIVATE COMPANY LIMITED BY SHARES RESOLUTION IN WRITING of **OXENUILL 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 to pass the following elective resolution, AS FOLLOWS: (1 dispense with the laying of accounts and reports before a general meeting 2) dispense with the holding of an annual general meeting dispense with the annual appointment of auditors 3) icempents SIGNATURE: for and on behalf of Clifford Chance Nominees Limited

6 July 1998



DATE: