



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS AND ELECTIVE RESOLUTION

- of -

DOUGHTY HANSON & CO III NOMINEES 10 LIMITED
(Passed 24 September 1998)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 24 September 1998 at Times Place, 45 Pall Mall, London SW1Y 5JG the following Resolutions were duly passed as a Special Resolution in the case of Resolution numbered 1 and as an Elective Resolution in the case of Resolution 2.


SPECIAL RESOLUTION

1. That in accordance with Section 250 of the Companies Act 1985, the Company, having been a dormant company from the time of its formation and for as long as it remains a dormant company, shall be exempted from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.

ELECTIVE RESOLUTION

2. THAT:
 - (a) in accordance with the provisions of Section 252 of the Act (as replaced by Section 16 of the Companies Act 1989) the Company dispenses with the laying of Accounts and Reports before the Company in general meeting; and
 - (b) in accordance with the provisions of Section 366A of the Act, the Company dispenses with the holding of annual general meetings; and
 - (c) in accordance with the provisions of Sections 369(4) and 378(3) of the Act (in each case, as amended by Section 115(3) of the Companies Act 1989) each of Sections 369(4) and 378(3) of the Act shall have effect in relation to the Company as if for the references therein to 95 per cent. there were substituted references to 90 per cent.; and

- (d) in accordance with the provisions of Section 386 of the Act (as replaced by Section 119 of the Companies Act 1989) the Company dispenses with the obligation to appoint auditors annually.

Signed:.....

Chairman of the Meeting