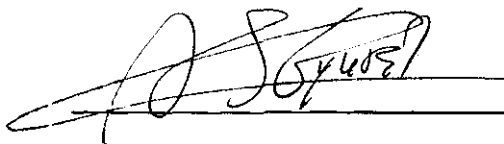


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
MASTERFIX PRODUCTS U.K. LTD
(the "Company")

At the annual general meeting of the Company duly convened and held on 2nd
November 2004 the following resolutions were passed by the sole member.

ELECTIVE RESOLUTIONS

1. THAT pursuant to sections 366A and 379A Companies Act 1985 the Company hereby elects to dispense with the holding of annual general meetings in 2005 and subsequent years.
2. THAT pursuant to sections 252 and 379A Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
3. THAT pursuant to sections 386 and 379A Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.



Chairman of the Meeting

Presented by:
CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London EC1A 4DD
Tel: 020 7367 2019
Ref: GYU/006733.00100

