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DECOR LIMITED

Company Number NI 37036

Private company limited by shares

WRITTEN RESOLUTION
Pursuant to Articles 48 and 49 of the Companies
(No.2) (Northern Ireland) Order 1990



Pursuant to Article 389A of the Companies (Northern Ireland) Order 1986 (as amended by Article 48 of the Companies (No.2) (Northern Ireland) Order 1990) the following special resolution is hereby passed as a Written Resolution of the Company:

Special Resolution (Amending the Company's Memorandum of Association)

THAT pursuant to the provisions of Article 15 of the Companies (Northern Ireland) Order 1986 the provisions of the Memorandum of Association of the Company, with respect to its objects, be altered by:-

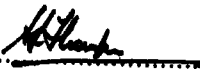
Inserting sub-clauses (aa) and (bb) before sub-clause (a)

“(aa) To carry on the business of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary or associated company or companies or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled by the Company.

(bb) To provide financial, accounting, secretarial and other services to all subsidiary and associated companies or any other member of a group of companies of which the Company is a member and to acquire by purchase, lease, concession, grant, licence or otherwise for the purpose of the business of the Company or of any subsidiary or associated company or of any other member of a group of companies of which the Company is a member such businesses, options, rights, privileges, lands, buildings, leases, under-leases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of same; and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description.”

SIGNED by, or by the duly authorised representatives on behalf of, all the members of the Company who at the date of the resolution (being the date when the resolution was signed by, or on behalf of, the last person to sign) would be entitled to attend and vote at a General Meeting of the Company had the resolution been out to such a meeting:

Signature


Signed by a duly authorised representative
for and on behalf of W & R Barnett Limited

Date of Signature .17./12/99..