

Registered No: SC47712

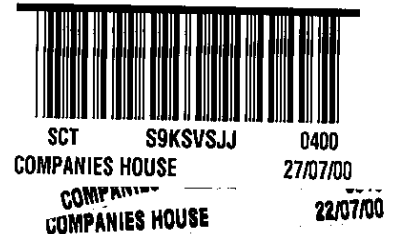
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ECLIPSE BLIND SYSTEMS LIMITED

Passed 12 July 2000



In accordance with the Company's Articles of Association, Sections 379A and 381A and Schedule 15 to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, **HEREBY RESOLVED** in writing that the following proposed resolutions be passed as written resolutions of the Company and shall be valid and effective as if they had been passed at an extraordinary general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the regulations contained in the document attached to this Written Resolution and signed by the Chairman of the Board for the purposes of identification be adopted as the Articles of Association of the Company.

ELECTIVE RESOLUTIONS

1. That pursuant to the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting;
2. That pursuant to the provisions of section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings;
3. That pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually;

Name of Shareholder

Signature

Date of Signature

Eclipse Blinds Holdings
Limited

.....*J. Kothum*.....
for an on behalf of
Eclipse Blinds Holdings
Limited

.....12-7-2000.....