

SC

Company No. 57796

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

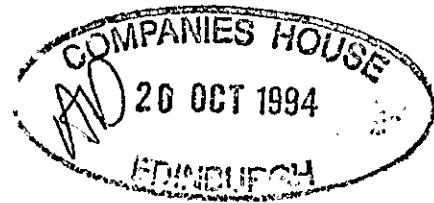
ELECTIVE AND SPECIAL RESOLUTIONS

pursuant to Sections 379A and 378 of the

Companies Act 1985

Oswalds of Edinburgh Limited

passed the 17th October 1994



At the Annual General Meeting of the members of the above-named company, duly convened and held at 21 St Thomas Street, Bristol BS1 6JS on 17th October 1994, the following ELECTIVE RESOLUTIONS were passed:

LAYING OF
ACCOUNTS

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

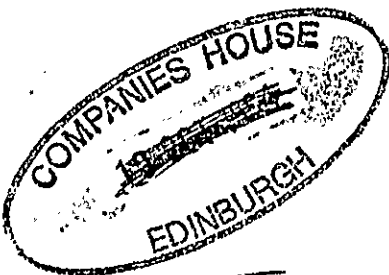
HOLDING OF
ANNUAL
GENERAL
MEETINGS

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1995 and subsequent years until this election is revoked.

The following SPECIAL RESOLUTION was passed:

DORMANCY
RESOLUTION

THAT in accordance with the provisions of Section 250 of the Companies Act 1985, the Company being a dormant company within the meaning of the said section, the accounts of the Company need not be audited and in accordance with the provisions of Section 388A(1) the Company is exempt from the obligation to appoint auditors.



Signed:

Chairman



COMPANIES HOUSE 05/10/94