

THE COMPANIES ACTS 1985 TO 1989

Private company limited by shares

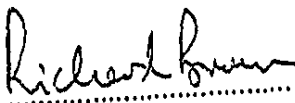
3e EUROPE LIMITED


(registered in Scotland number 153917)

WE the undersigned being all the members for the time being of 3e EUROPE LIMITED ("the Company") HEREBY RESOLVE:-

ELECTIVE RESOLUTIONS

- " (1) THAT pursuant to Section 366A of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects to dispense with the holding of its Annual General Meeting for 1995 and in subsequent years until this election is revoked;
- (2) THAT pursuant to Section 252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting; and
- (3) THAT pursuant to Section 386 of the Act, the Company hereby elects to dispense with the obligation to appoint auditors annually."

  
.....  
R Y Brown

  
.....  
Dr A Brown

Dated 28 January 1995

