

31 - 05 - 96

THE COMPANIES ACT 1985 COMPANY NUMBER
29/29143
A COMPANY LIMITED BY SHARES
ABBOTT & BRAMWELL LIMITED

On the 23rd day of May, 1996 the following resolution were passed
as Elective Resolution

1. That the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the laying of accounts and reports before the Company in General Meeting
2. That the Company elects in accordance with the Company's Act 1985 Section 379 (a) to dispense with the requirements to hold an Annual General Meeting of the Company.
3. That the Company elects in accordance with the Company's Act 1985 Section 397(A) to dispense with the obligation to appoint auditors annually.

DATED

23/5/96.

SECRETARY.....

[Signature]



31 - 05 - 96

THE COMPANIES ACT 1985 COMPANY NUMBER
2929143
A COMPANY LIMITED BY SHARES
ABBOTT & BRAMWELL LIMITED

MINUTES of a meeting of all the members of the Company held at *the registered office*
on the *22nd May 1996*

WE being all the members entitled and the holders of all the shares in the Company
hereby agree to and pass the following resolutions as Elective Resolutions

1. That the Company elects in accordance with the Companies Act 1985 Section 379A to dispense with the laying of accounts and reports before the Company in General Meeting
2. That the Company elects in accordance with the Company's Act 1985 Section 379 (a) to dispense with the requirements to hold an Annual General Meeting of the Company.

DATED

23/5/96.

SECRETARY.....

John Ashby

