

COMPANY NO 3013895

THE COMPANIES ACTS 1985 TO 1989

Company Limited by Shares

SPECIAL RESOLUTION

of

FRANK BOWEN LIMITED

passed the 11th day of February 1998

At the Annual General Meeting of the above-named Company duly convened
and held at Mopes Farm Cottage, Denham Lane, Chalfont St Peter, Gerrards Cross,
Bucks SL9 0QH on 11 February 1998 the following resolution was passed as a Special
Resolution, namely:-

"That, the accounts of the company for the financial year ended 30 June 1997
having been sent out in accordance with Section 238 of the Companies Act 1985
the company, having been dormant since the end of that year, make itself exempt
from the provisions of Part VII of the Companies Act 1985 relating to the audit
of accounts and from the obligation to appoint auditors."


CHAIRMAN

