

**ELECTIVE RESOLUTIONS OF THE BOARD OF DIRECTORS OF**

**S & P FILTERS (UK) LIMITED**

Pursuant to the Articles of Association, we the undersigned, all the members for the time being of S & P Filters (UK) Limited, hereby resolve:

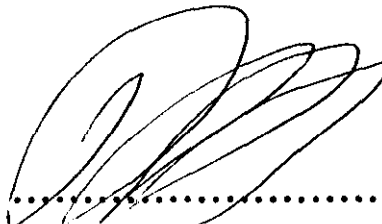
THAT in accordance with the provisions of Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts and reports before the Company in general meeting in respect of the year ended 31<sup>st</sup> March 2002 and subsequent financial years.

THAT in accordance with the provisions of Section 366A of the Companies Act 1985 the Company does hereby dispense with the holding of the annual general meeting for 2002 and subsequent years.

THAT in accordance with the provisions of Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint auditors annually.

Date : 14<sup>th</sup> April 2002

Signed (Members) :

  
..... P. Lee

  
..... S. Lee

  
..... M. Lee

  
..... M. Lee

