

Company No. 34810

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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(Pursuant to Section 381A of the Companies Act 1985)

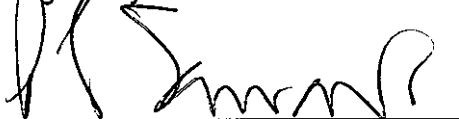
Passed on 1st June, 1998

We, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, pass the following resolutions as special resolutions pursuant to the Articles of Association of the Company and Section 381A of the Companies Act 1985.

RESOLUTIONS

1. THAT the Company be wound up voluntarily.
2. THAT Edward Klempka and Stuart Charles Edward Mackellar both c/o Coopers & Lybrand of Benson House, 33 Wellington Street, Leeds, LS1 4JP be and they are hereby appointed as the joint Liquidators of the Company for the purpose of winding up the affairs and distributing the assets of the Company.
3. THAT the remuneration to be paid to the Liquidators, in addition to their costs, charges and expenses shall be fixed by the Directors.
4. THAT the Liquidators shall divide among the members according to their rights and interests in the Company any surplus assets of the Company in specie or the proceeds of sale thereof or partly on one way and partly in the other as in his absolute discretion he shall decide.

Signed by all the members of the Company



for and on behalf of

Shaw Savill Holdings Limited



for and on behalf of

Furness Withy Investments Limited

