

Company No : 461546

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

LESLIE & GODWIN LIMITED

("the Company")

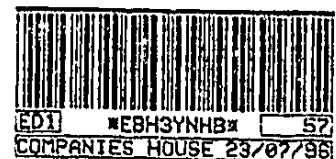
(Passed on 9th July 1996)

At an Extraordinary General Meeting of the Company duly convened and held on 9th July 1996, the following resolutions were duly passed as to resolutions numbered 1, 2 and 3 as Elective Resolutions and as to resolution number 4 as a Special Resolution of the Company, namely :-

ELECTIVE RESOLUTIONS

1. THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1996 and subsequent years.

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2. THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
3. THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

SPECIAL RESOLUTION

4. THAT the Articles of Association of the Company set out in the document produced to the meeting and for the purpose of identification marked "A" and initialled by the Chairman be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.


Secretary