

17-02-92
Company No. 95992

THE COMPANIES ACT 1985 AND 1989

ELECTIVE
RESOLUTION IN WRITING

OF THE MEMBERS

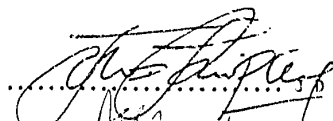
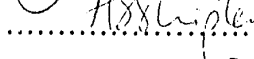
OF

PARAFIX LIMITED

We, the undersigned, being all the members of the above-named company ("the company") for the time being entitled to attend and vote at general meetings of the company hereby certify that the following resolution has unanimously been passed by us this day pursuant to sections 379A and 381A of the Companies Act 1985, as amended:

- (a) that, pursuant to Section 252 of the Companies Act 1985, the company elects to dispense with the laying of accounts before the company in general meeting.
- (b) that, pursuant to Section 366A of the Companies Act 1985, the company elects to dispense with the holding of annual general meetings.
- (c) that, pursuant to Section 386 of the Companies Act 1985, the company elects to dispense with the obligation to appoint auditors annually.

Dated 12 December 1991


..... J Shipley

..... A S Shipley