

Unlimited Company Having a Share Capital

WRITTEN RESOLUTIONS

of

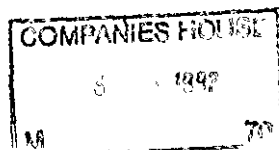
J.L.W. SUPPLY COMPANY

("the Company")

Passed pursuant to Section 381A of the Companies Act 1985 (as amended by the Companies Act 1989)

ELECTIVE RESOLUTIONS

1. That, pursuant to Section 80A of the Companies Act 1985 (as amended by the Companies Act 1989), the Directors be and they are hereby authorised for an indefinite period generally and unconditionally to allot relevant securities (as defined in Section 80 of the Companies Act 1985) up to the nominal amount of the unissued share capital of the Company as at the date hereof.
2. That, pursuant to Section 252 of the Companies Act 1985 (as amended by the Companies Act 1989), the Directors in respect of this and subsequent financial years shall not, and they shall not be required to, lay before the Company in general meeting copies of the Company's Annual Accounts, the Directors' Report and the Auditors' Report on those Accounts.
3. That, pursuant to Section 366A of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not in this or subsequent years hold Annual General Meetings.



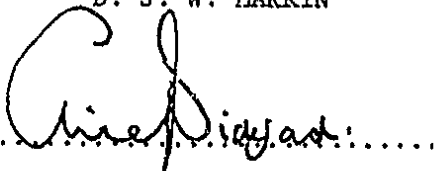
4. That Sections 369(4) and 378(3) of the Companies Act 1985 (as amended by the Companies Act 1989), shall have effect in relation to the Company as if for the references to 95 per cent there were substituted references to 90 per cent.
5. That, pursuant to Section 386 of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not appoint its Auditors annually.



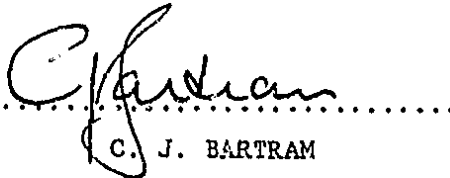
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M. E. FOLLETT



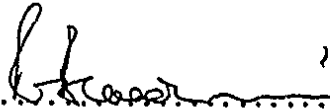
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D. J. W. LARKIN



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C. J. T. PICKFORD



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C. J. BARTRAM



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R. S. BROADHURST

Being all the members of the Company

Dated: 10th August 1992.