

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION / ELECTIVE RESOLUTIONS

of

APW ENGINEERING (1998) LIMITED
("the Company")

(Registered in England No. 1217787)

At an extraordinary general meeting duly convened and held at Amber Way, Halesowen, West Midlands, B62 8WG on the 5th day of January 1999 the following resolutions were duly passed as a special resolution and elective resolutions of the Company:-

SPECIAL RESOLUTION

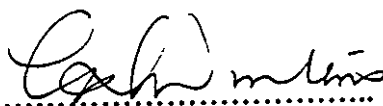
1. That the Company be exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts in this and all future years in accordance with section 250 of that Act and accordingly, by virtue of section 388A of the Companies Act 1985, be exempt from appointing auditors.

ELECTIVE RESOLUTIONS

2. That the Company dispense with the holding of an annual general meeting in this and all future years in accordance with section 366A of the Companies Act 1985
3. That the Company dispense with the laying of accounts and reports before the Company in general meeting in this and all future years in accordance with section 252 of the Companies Act 1985.

DATED5.....January..... 1999

Registered Office:
Amber Way,
Halesowen,
West Midlands.
B62 8WG


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CHAIRMAN

