

Company Number: 1241267

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
for Baker & McKenzie
BAKER & MCKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

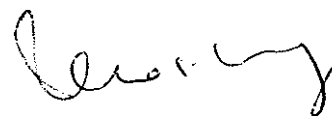
WRITTEN RESOLUTION OF R.J. LENDRUM LIMITED

We, the undersigned, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Clause 5 in Part II of Table A 1948 (which Clause forms part of the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed as a special resolution at a General Meeting of the Company duly convened and held.

It is hereby resolved:

THAT, having satisfied the provisions of section 250 of the Companies Act 1985 (the "Act") relating to dormant companies, the Company will be exempt from the obligation to appoint auditors as otherwise required by section 385 of the Act.

Dated 27th October 1999



for and on behalf of
The Stanley Works Limited

