

OLDGATE TEXTILES LIMITED

COMPANY NUMBER: 1442675

C/N: 1/9/97

WRITTEN RESOLUTION

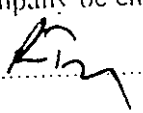
21 July 1997



We, the undersigned being the sole shareholder of the Company:

1. Hereby confirm that in relation to the proposed sale of business and assets by the Company to Willem H Bogaardt, a director of the Company, pursuant to a sale and purchase agreement, a draft of which is annexed hereto for identification purposes ("the Sale"):
  - (a) we resolve that we approve of the terms of the Sale; and more particularly
  - (b) on the basis that the Sale constitutes an acquisition by one of the Company's directors of non-cash assets of the Company we resolve that we approve of the Sale for the purposes of Section 320 of the Companies Act 1985.

2. Hereby resolve that the name of the Company be changed to "Downblend Limited" ONLY"

  
for and on behalf of J H Clissold & Son Limited

