

Company No: 1993771

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

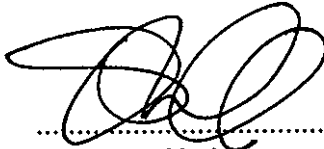
-of-

METRO BUSINESS AVIATION (HEATHROW) LIMITED

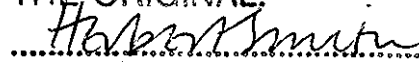
At an Extraordinary General Meeting of the Company held at 14 South Street, London W1Y 5PJ on 19th January 1996 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT, pursuant to Section 250 of the Companies Act 1985, the Company be exempt from the audit of accounts.


.....
Chairman

WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL.


.....
HERBERT SMITH
Exchange House
Primrose Street
London EC2A 2HS

Date 22/1/96

