

24 - 08 - 98

The Companies Act 1985

Private Company Limited by Shares Written Resolution pursuant to Section 381(A) of the Companies Act 1985 of Lipac (UK) Limited

passed on 17th August 1998

We, the undersigned being the members for the time being of the above named Company entitled to receive notice and to attend and vote at General Meetings HEREBY PASS the following Resolutions as Special Resolutions and agree that the said Resolutions shall, pursuant to clause 53 in Table A (which clause is embodied in the Articles of Association of the Company) for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS RESOLVED:-

- 1 THAT the Articles of Association of the Company be amended as follows:-
 - a) Regulation 88 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company and Article 12 shall hereafter cease to apply to the Company in order that a meeting of directors shall be properly convened upon notice of not less than one day being given to the directors entitled to attend thereat.
 - b) Regulation 89 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company and Article 13 shall hereafter cease to apply to the Company in order that the quorum for the transaction of business of the directors shall be not less than two directors.
 - c) Article 7 shall hereafter cease to apply to the Company
- 2 THAT the Shareholders' Agreement dated 13 April 1988 and made between AB Lipac Fastigheter and Colin P Hird, as subsequently amended to substitute AB Lipac Liftar in place of AB Lipac Fastigheter, shall be terminated and shall cease to have effect as from the date of this Resolution.

Dated:

17th August 1998

Signature:

For and on behalf of AB Lipac Liftar

Signature:

Colin Peter Hird

COMP 1000-1

