


02310242

**THE COMPANIES ACT 1985  
ELECTIVE RESOLUTIONS  
OF  
CPG (UK) LIMITED  
(Resolution in Writing of Sole Shareholder)**

We, the undersigned, being the sole member for the time being of the above-named Company ("the Company") hereby pass the following resolutions as elective resolutions of the Company.  
IT WAS RESOLVED THAT:

1. "in accordance with the provisions of Section 366A of the Companies Act 1985 the Company hereby dispenses with the holding of the Annual General Meeting for 1998 and subsequent years";
2. "in accordance with the provisions of Section 252 of the Companies Act 1985 the Company hereby dispenses with the laying of accounts and reports before the Company in General Meeting in respect of the year ending 3 January 1998 and subsequent financial years";

For and on behalf of  
Dawson International Holdings (UK) Limited

  
\_\_\_\_\_  
Director/Secretary

Date: 9 June 1998

