

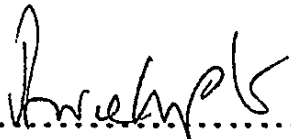
COMPANY NO 2868348

POWELL (MAIL ORDER) LIMITED

ELECTIVE RESOLUTIONS

The following Resolutions were duly passed as Elective Resolutions by the sole member of the company on 12 August 1996:

1. That the Company elects to dispense with the need to lay accounts, directors' reports and auditors' reports before the Company in general meeting with immediate effect.
2. That the Company elects to dispense with the need to hold annual general meetings with immediate effect.
3. That the Company elects to dispense with the need to appoint or re-appoint auditors annually with immediate effect.

..........

Authorised Signatory

LEGIST SECRETARIES LIMITED



COMPANY NO 2868348

POWELL (MAIL ORDER) LIMITED

SPECIAL RESOLUTION

The following Resolution was duly passed as a Special Resolution by the sole member of the company on 12 August 1996:

That Article 8 of the Company's Articles of Association be deleted and replaced with the following new Article 8, with immediate effect:

- "8 (A) Regulations 73 to 80 of Table A and all references elsewhere in Table A to Directors retiring by rotation shall not apply.
- (B) The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director and may by Ordinary Resolution remove any Director."

.....*Rue hyl*.....

Authorised Signatory

LEGIST SECRETARIES LIMITED

