



The Companies Act 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

PREMIER MANAGEMENT (INTERNATIONAL) LIMITED

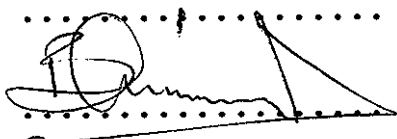
Pursuant to Section 381A of the Companies Act 1985 ('the Act')

Passed on 27 July 1995

WE, the undersigned members of the above named company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

- 1 THAT the provisions of Section 80A of the Act shall apply, in place of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
- 2 THAT the Company hereby elects:
 - (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
 - (b) to dispense with the holding of annual general meetings in accordance with Section 366(A); and
 - (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386.
- 3 THAT the Company hereby elects pursuant to Sections 369(4) and 378(3) of the Act that the provisions of those sections shall have effect in relation to the Company as if for the reference to 95% in those provisions there were substituted references to 90%.

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Date: 2.8 1995

We being the auditors to the above named Company hereby:

- (a) acknowledge that a copy of the above resolutions have been sent to us; and
- (b) notify the Company that in our opinion the above resolutions do not concern us as auditors but need not be considered by the company in annual general meetings.

GODFREY ALLAN
Knighton House
56 Mortimer Street
London W1N 8BY