

Number of)
Company) 2981603

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

RESOLUTION OF THE MEMBERS IN WRITING


of

ONE UP (RETAIL) LIMITED

Pursuant to Section 381A of the Companies Act 1985 ('the Act') we the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at a general meeting of the company hereby resolve as a SPECIAL RESOLUTION:

RESOLUTION

"That in accordance with section 252 of the Companies Act 1985 the company be exempt from the obligation to appoint auditors under section 384 of the Act".



DIRECTOR

For and on behalf of Preci (1337) Limited

Dated this12th.....day of.....February.....1996

