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**ALLEN (BOLTON) LTD**

Notice is hereby given that in accordance with the provision of Clause 53 Statutory Instrument 1985 Number 805, the Director of the above Company, being a private company, request the members to sign the following resolution, which shall be effectual as if it had been passed at the Annual General Meeting of the company, duly convened and held on the 19th November, 1997:

BY ORDER OF THE BOARD

  
 P.S.ALLEN  
 SECRETARY

AT THE GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT THE REGISTERED OFFICE OF THE COMPANY ON THE 19TH NOVEMBER, 1997 THE FOLLOWING RESOLUTIONS WERE PASSED:

**SPECIAL RESOLUTION**

It is resolved that Section 236 (1) of the Companies Act 1985 (Company to appoint auditors of the general meeting) be excluded from applying in accordance with Section 252 of the Companies Act 1985, and that therefore auditors shall not be appointed on the grounds that the Company has not traded throughout the year from 1st November, 1996 to 31st October, 1997.

  
 R.T.ALLEN

  
 P.S.ALLEN

MEMBERS

24TH NOVEMBER, 1997



