

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

3010990

Midlands Investments Limited

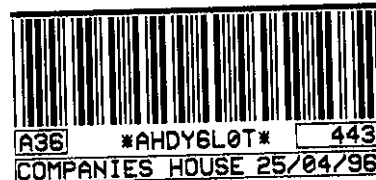
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Mucklow Hill, HALESOWEN, West Midlands, B62 8BP

on 29 March 1996

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the company, having been dormant since its formation and no accounts being laid before it in a general meeting, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by the Companies Act 1985, section 384.



Signed

Position

[Signature]
QUINARY SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution