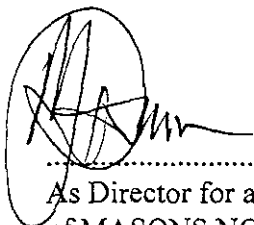


CHAPELFIELDS (CUCKFIELD) MANAGEMENT LIMITED
REGISTERED NUMBER: 03053206

SPECIAL RESOLUTION

We, the undersigned being a Director of the above named company pursuant to the powers given by Article 53 of Table A Companies Act 1985 which clause is embodied in the Company's Articles of Association, HEREBY RESOLVE by way of SPECIAL RESOLUTION that:-

Pursuant to Section 252 of the Companies Act 1985 auditors of the Company shall not be appointed as the Company is dormant and has engaged in no business or any significant accounting transaction in respect of the year to 31st May 2000



As Director for and on behalf
of MASON'S NOMINEES LIMITED



As Director for and on behalf of
MASON'S SECRETARIAL
SERVICES LIMITED

Dated 12 January 2001

