

Company Number: 3401018

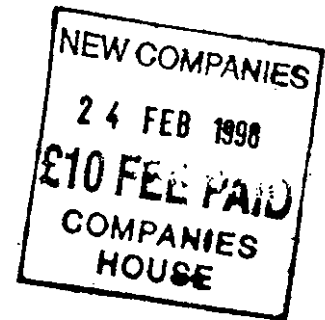
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

QUAYSHELFCO 621 LIMITED
(the "Company")



PASSED ON 19 FEBRUARY 1998

Pursuant to section 381A of the Companies Act 1985 (as amended) the undersigned being the sole member of the Company entitled to attend and vote at general meetings of the Company hereby makes the following resolutions, in the case of resolutions numbered 1, 2 and 3 as Special Resolutions and, in the case of resolutions numbered 4 and 5 as Elective Resolutions

SPECIAL RESOLUTIONS

'FOR INFORMATION ONLY'

- 1 THAT the name of the Company be changed to Gardiner Haskins Limited
- 2 THAT the regulations contained in the printed document attached to these written resolutions and **FOR INFORMATION ONLY** be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.
- 3 That, in accordance with Section 250 of the Companies Act 1985 (as amended) (the "Act") the Company be and is hereby exempt from the provisions of Part VII of the Act relating to the audit of accounts by virtue of the fact that the Company has been dormant from the time of its formation.

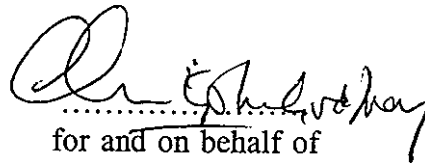
ELECTIVE RESOLUTIONS

- 4 THAT, pursuant to Section 252 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.



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THAT, pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of an annual general meeting.



for and on behalf of

NQH Limited

19 February 1998