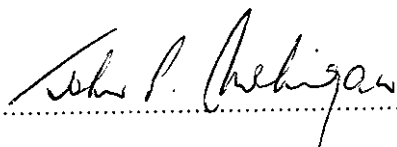


SPECIAL RESOLUTION
of
PADLOCK HOLDINGS LIMITED

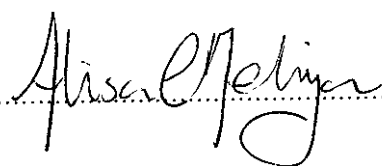
Passed on ^{9th} 14th May 1996

At an Extraordinary General Meeting of the Company duly held at 11 Hawthorn Avenue, Udney Green, Aberdeenshire on the 4th day of May 1996 the following resolution was duly passed:

THAT in accordance with Section 250 of the Companies Act 1985 the Company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Act.


.....

DIRECTOR


.....

DIRECTOR



