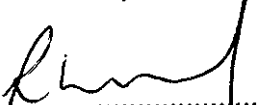



WRITTEN RESOLUTION OF THE SHAREHOLDERS PURSUANT TO SECTION 381a OF THE COMPANIES ACT 1985 (AS ESTABLISHED BY SECTION 113(2) OF THE COMPANIES ACT 1989)

We, the undersigned, being the whole members of Abtrade Limited entitled to attend and vote at general meetings of the Company, in terms of the power available to us and contained in Section 381A of the Companies Act 1985 (as established by Section 113(2) of the Companies Act 1989) HEREBY PASS the following Resolutions as Elective Resolutions of the Company:-

1. "That pursuant to S.366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of annual general meetings in 1997 and subsequent years (until this election is revoked)".
2. "That pursuant to S.252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting".
3. "That pursuant to S.366 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually".

Dated this 27th day of December 1996.


.....
Robert Graham Mackenzie


.....
Michaela Mackenzie



