

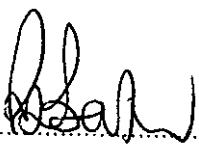
Company No: 1270109

THE COMPANIES ACT 1985
WRITTEN RESOLUTION
OF
FINNING MACHINES LIMITED

We, the undersigned, being all of the members for the time being of the above named Company entitled to receive notice of and to attend and vote at general meetings of the Company **HEREBY PASS** the following resolution as elective resolutions of the Company pursuant to sections 379A and 381A Companies Act 1985 and confirm that such resolutions shall be for all purposes as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held:

ELECTIVE RESOLUTIONS

1. THAT in accordance with the provisions of section 366A of the Companies Act 1985, the Company dispense with its obligation to hold annual general meetings.
2. THAT in accordance with the provisions of section 252 of the Companies Act 1985 the Company dispense with its obligation to lay its accounts and reports before the company in general meeting.
3. THAT in accordance with the provisions of section 386 of the Companies Act 1985, the Company dispense with the obligation to appoint auditors annually.


.....
Name: P.D. BARKER.....

Date: 29 January ~~1998~~ 1999

Duly authorised for and on behalf of Cooling Power Industries Limited

