

No. 3323400



THE COMPANIES ACT 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

APACHE MANUFACTURING

(Passed the 27th day of February 1997)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 27 February 1997 the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. THAT, subject to completion of the acquisition of the Dunlopillo (UK) business by the Company in accordance with the terms of the business sale agreement between the Company and Dunlop Limited ("Completion"), the share capital of the Company be reduced from £14,000,000 divided into 14,000,000 Ordinary Shares of £1 each to £700,000 divided into 14,000,000 Ordinary Shares of 5p each by cancelling share capital to the extent of 95p per share on each of the 14,000,000 Ordinary Shares thereby reducing the nominal value of the Ordinary Shares from £1 to 5p.
2. THAT, subject to Completion, this Company be re-registered under the Companies Act 1985 in accordance with the provisions of Section 51 under its new name of Apache Manufacturing Limited such name to be immediately changed from Apache Manufacturing Limited to Dunlopillo Limited, the Company being limited by shares having the liability of its members limited to the amount, if any, unpaid on the shares respectively held by them, and that the share capital of the Company shall be £700,000 divided into 14,000,000 shares of 5p each.

3. THAT, subject to Completion, the Company's Memorandum of Association be altered as follows:-
- (i) in clause 1 the name of the Company shall be amended to read Dunlopillo Limited;
 - (ii) there shall be added to the Memorandum the following new clauses 4 and 5:-
 - "4. The liability of the members is limited.
 - 5. The share capital of the Company is £700,000 divided into 14,000,000 shares of 5p each."
4. THAT, subject to Completion, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the printed document put before the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of all the existing Articles of Association of the Company.


Chairman