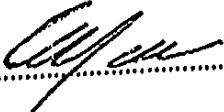


THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

DOPOWER LIMITED

At a general meeting of the Company duly convened and held on 9th October, 1998 the following resolutions were duly passed as Elective Resolutions of the Company:-

1. THAT in accordance with the provisions of Section 366A of the Companies Act 1985 (as amended) the Company hereby dispenses with the holding of Annual General Meetings.
2. THAT in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended) the Company hereby dispenses with the laying of Accounts and Reports before the Company in general meeting.
3. THAT in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended) the Company hereby dispenses with the appointment of auditors annually.

.....  DIRECTOR - G L JACKSON

DATE: 9th October 1998

