

Company Number.....4238387

SPECIAL RESOLUTION

(Pursuant to Section 252 of the Companies Act 1985)

OF FACTORY DIRECT SALES (INTERNATIONAL) Limited

At a general meeting of the Company held on the 1/6/2002

at 31 Church Road, Hendon, London, NW4 4EB

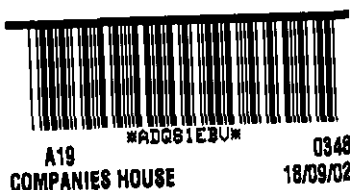
the following SPECIAL RESOLUTION was passed:-

That in accordance with Section 252
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.

Signature


p.p. Access Nominees Ltd

Signed by the Chairman,
Director of the Company



Presented By : ACCESS COMPANY FORMATIONS LIMITED

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