

Company Number: 1268445

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL

Baker & McKenzie
BAKER & MCKENZIE

SOLICITORS

100 NEW BRIDGE STREET

LONDON

EC4A 3GA

2/10/99

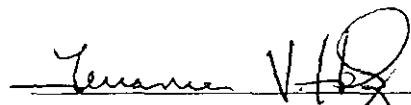
WRITTEN RESOLUTIONS of
B & S FUSES LIMITED ("the Company")

Pursuant to the provisions of Article 106 of Part 1 of Table A of the 1st Schedule to the Companies Act 1948 (which Clause is incorporated in the Articles of Association of the Company) the following are Resolutions in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as Special and Elective Resolutions at a General Meeting of the Company duly convened and held.

1. IT IS RESOLVED that, having satisfied the provisions of Section 250 Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act.

2. IT IS RESOLVED that, the Company elects:
 - (a) to dispense with the holding of Annual General Meetings; and

 - (b) to dispense with the laying of Accounts before the Company in General Meeting


duly authorised signatory for
Cooper (U.K.) Limited

Dated: 18 October 1999

