

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

CARPETS INTERNATIONAL (UK) LIMITED

WE, the undersigned, being the Sole Member of the above named Company entitled to receive notice of and attend and vote at General Meetings of the Company agree to and make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to Section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

That the Articles of Association be amended by the exclusion of Regulation 89 of Table A 1985 and the addition of the following Article 14(c) as follows :-

- "14. (c) The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum."

  
.....  
Duly authorised representative of  
SHAW UK HOLDINGS LIMITED

Dated : ..... 3 April 98 - 9:30

