

COMPANY NUMBER 00092181

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED SHARES

WRITTEN RESOLUTIONS OF THE NORTHAMPTON MACHINERY CO LTD

Dated this 17th day of November 1993

WRITTEN RESOLUTIONS

We the undersigned being all the members of the company who at the date of this resolution would be entitled to attend and vote at general meetings HEREBY PASS the following resolutions as elective resolutions and agree that the said resolutions shall for all purpose be as valid and effective as if the same had been passed by us all at a general meeting of the company duly held and convened:

'ELECTIVE RESOLUTION'

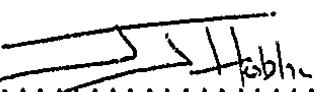
That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1994 and subsequent years until this election is revoked.

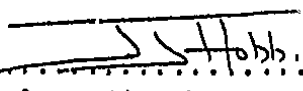
'ELECTIVE RESOLUTION'

That pursuant to Section 352 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.

'ELECTIVE RESOLUTION'

That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.


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Duly authorised representative
of EIS Group P.L.C.


.....
Duly authorised representative
of Francis Shaw plc

