

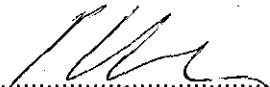
**THE COMPANIES ACT 1985  
FORST BROACH CO. LIMITED  
(Company Number 579955)  
SPECIAL RESOLUTIONS**

AT an extraordinary general meeting of the above named Company held at 14 Dartford Road, Leicester on 29 January 2002 the following resolutions were passed as special resolutions of the Company:

**SPECIAL RESOLUTIONS**

1 THAT the Company and its subsidiary Forst Broach International Limited be and it is hereby authorised to provide financial assistance to Lapointe Limited in connection with the acquisition by such company of 600,000 shares of £1.00 each in the Company, such assistance to take the form set out in the statutory declaration of the Directors of the Company presented to the meeting.

2 THAT the Directors of the Company be and they are hereby authorised to enter into a form of debenture in respect of all of the property and assets of the Company in favour of Fleet National Bank and in the form presented to the meeting and, for the purposes of identification only, initialled by the Chairman.

  
.....  
CHAIRMAN

