

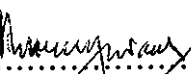
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
of

ELLIS INTEGRAL VALVE LOCKS LIMITED

At an Extraordinary General Meeting of the members of the Company duly convened and held at Misbourne Court, Rectory Way, Amersham, Buckinghamshire on 2nd February 1996 the following Resolutions were duly passed as Ordinary Resolutions of the Company:

INCREASE IN THAT the share capital of the Company be increased from £225,000 to
AUTHORISED £477,551 by the creation of a further 252,551 Ordinary shares of £1 each
SHARE ranking pari passu in all respects with the existing Ordinary shares in the capital
CAPITAL of the Company and that the Memorandum of Association be altered
 accordingly.

AUTHORITY THAT subject to the Articles of Association from time to time adopted by the
TO ALLOT Company the Directors be generally and unconditionally authorised for the
 purposes of S.80 of the Companies Act 1985 to allot any authorised but
 unissued shares for the time being in the capital of the Company up to an
 aggregate nominal amount of £252,551 provided that this authority shall expire
 on the day preceding the fifth anniversary of the passing of this resolution save
 that the Company may before such expiry make an offer or agreement which
 would or might require such shares to be allotted after such expiry and the
 Directors may allot such shares in pursuance of such offer or agreement as if
 the authority conferred hereby had not expired and that this authority shall be in
 substitution for all previous authorities conferred upon the Directors pursuant to
 the said S.80.


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Secretary

