

Company No. 959164

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
PURSUANT TO SECTION 381A COMPANIES ACT 1985

THE MCGILL FINANCE COMPANY LIMITED

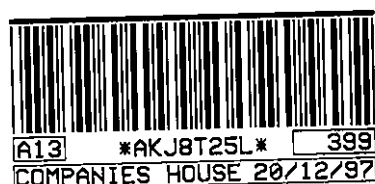
We, the undersigned, being all the members of the above-named Company entitled to attend and vote at general meetings, **HEREBY RESOLVE** as follows:-

ORDINARY RESOLUTIONS

1. THAT with effect from the passing of this resolution the authorised share capital of the Company is increased from £2,000 to £252,000 by the creation of 250,000 new Ordinary Shares of £1.00 each.
2. THAT, pursuant to the provisions of section 80 of the Companies Act 1985 (the "Act") the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot shares of the Company up to an aggregate nominal amount of £250,000 provided that such authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on the fifth anniversary of the date hereof.


SPECIAL RESOLUTION

3. THAT, pursuant to the provisions of section 95 of the Act, the Directors are empowered to allot equity securities (as defined in section 94 of the Act) pursuant to the authority given to them for the purposes of section 80 of the Act by the above resolution as if section 89(1) of the Act did not apply to any such allotment.



Dated 18.12.97

Name P. J. Eekman

Signature 

Date of Signature

The McGill Group Limited