

Company number: 961792

THE COMPANIES ACTS 1985 AND 1989  
HOWMAR INTERNATIONAL LIMITED

RESOLUTIONS

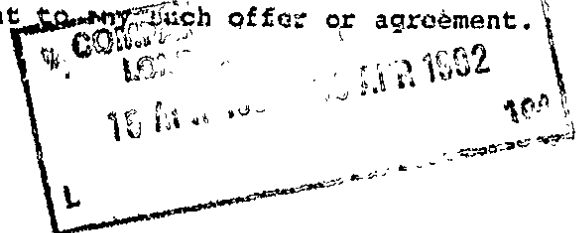
At an extraordinary general meeting of the above-named Company, duly convened and held at Thames Court, 1 Victoria Street, Windsor, Berkshire, on 3 April 1992 at 2.00 p.m., the following resolutions were duly passed:

ORDINARY RESOLUTIONS

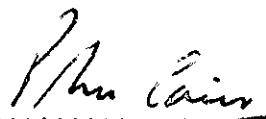
1. THAT the authorised capital of the Company be increased to £1,000,000 by the creation of 999,800 shares of £1 each.
2. THAT the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £999,800 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 2 April 1997 and to make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement.

SPECIAL RESOLUTIONS

3. THAT the 100 "A" Shares of £1 each and the 100 "B" Shares of £1 each be converted into 200 ordinary shares of £1 each.
4. THAT, subject to the passing of ordinary resolution 2, the directors be and are hereby generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) of the Company pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to such allotment, provided that this power shall expire on 2 April 1997 save that the Company may make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement.



5. THAT new Articles of Association of the Company in the form of the draft annexed hereto and initialled by the Chairman for the purpose of identification be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association.

  
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Director

Dated: 3 April 1992

Registered office:  
Unit 1, Albany Park Estate,  
Frimley Road,  
Camberley,  
Surrey, GU15 2QQ