

Company Number:1517478

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
BAKER & MCKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA
29/10/99

**WRITTEN RESOLUTION OF
McLAREN INTERNATIONAL LIMITED ("the Company")**

We, the undersigned, being all the Members of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS HEREBY RESOLVED THAT the Articles of Association of the Company be amended by the addition of the following article as Article 23(C):

23C (1) A meeting of the board may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

(a) to hear each of the other participating directors addressing the meeting;
and

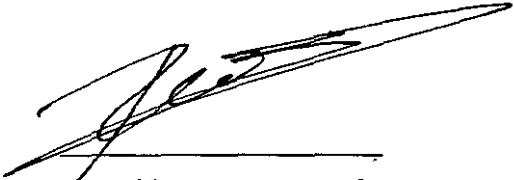
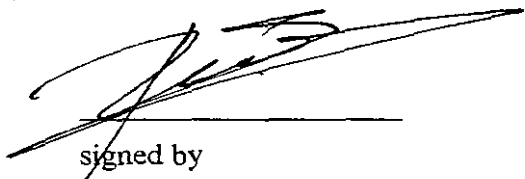
(b) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or developed subsequently) or by a combination of such methods.

(2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum.



- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.


signed by
for and on behalf of
TAG McLaren Holdings Limited
Date: 27/10/99
signed by
for and on behalf of
TAG McLaren Marketing Services Limited
Date: 27/10/99