

18 - 01 - 97

1945200

WRITTEN RESOLUTIONS
OF ALL THE MEMBERS
OF
GEOGRAFIX LIMITED

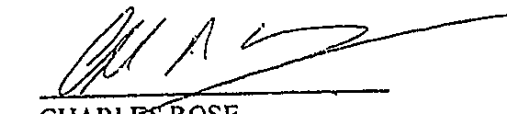
We, being together all of the Members of the Company entitled to attend and vote at General Meetings of the Company, HEREBY RESOLVE:-

1. THAT the authorised share capital of the Company be and is hereby increased from £1,000 to £575,538 by the creation of 574,538 Ordinary Shares of £1 each in the capital of the Company, such Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares of the Company.
2. THAT the Directors are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot and issue up to 574,538 Ordinary Shares of £1 each within 12 months of the date of this Resolution (on the expiration of which this authority shall expire) and the Directors shall have the power to exercise the authority hereby conferred upon them to allot such Ordinary shares to such persons and on such conditions as they may in their discretion determine as if Article 2(b) of the Company's Articles of Association did not apply thereto.

Dated this 30th day of December 1996



Director



CHARLES ROSE

For and on behalf of
NOVA HOLDING AG



76590