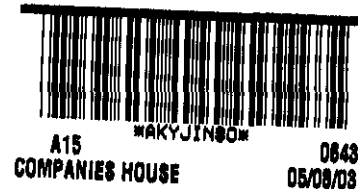


1945355

DART VALLEY SYSTEMS LIMITED

RESOLUTIONS OF THE MEMBERS

ON 24 MARCH 2003



We, the members of the above company, hereby resolve to pass the following resolutions.

Resolution 1

The company's authorised share capital of £1000 is sub-divided into 500 'A' ordinary shares of £1 each, 100 'B' ordinary shares of £1 each, 100 'C' ordinary shares of £1 each, 100 'D' ordinary shares of £1 each, 100 'E' ordinary shares of £1 each and 100 'F' ordinary shares of £1 each.

The 'A' ordinary shares possess full rights. The 'B', 'C', 'D', 'E' and 'F' ordinary shares are not entitled to participate in a return of capital in the event of a winding-up, dissolution, merger, flotation or sale of the company beyond their original issue price.

The six classes of ordinary shares carry separate dividend rights.

The shares rank equally in all other respects.

Resolution 2

Article 5 of the Articles of Association is replaced by the following:

5. The company's share capital is £1000 divided into 500 'A' ordinary shares of £1 each, 100 'B' ordinary shares of £1 each, 100 'C' ordinary shares of £1 each, 100 'D' ordinary shares of £1 each, 100 'E' ordinary shares of £1 each and 100 'F' ordinary shares of £1 each.

The 'A' ordinary shares possess full rights. The 'B', 'C', 'D', 'E' and 'F' ordinary shares are not entitled to participate in a return of capital in the event of a winding-up, dissolution, merger, flotation or sale of the company beyond their original issue price.

The six classes of ordinary shares carry separate dividend rights.

The shares rank equally in all other respects.

Resolution 3

The issued share capital of the company is £100 divided into 100 ordinary shares of £1 each.

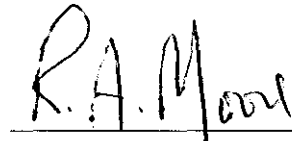
The 100 ordinary shares of £1 each held by John Neil Allen, Wendy Norma Allen and Richard Moore are re-designated as 'A' ordinary shares of £1 each.



John Neil Allen



Wendy Norma Allen



Richard Moore

24 March 2003

Date