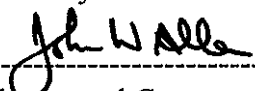


T.L. CLOWES (WARWICK) LIMITED


Written Resolution of the Members of the Company dated 21st January 1997.

That the Articles of Association of the Company be amended by renumbering existing Articles 8-14 inclusive as Articles 9-15 inclusive and by adding the following new article as Article 8.

- 8.1. The provisions of this Article shall apply to all persons who are appointed as an associate director of the Company.
- 8.2 An associate director of the Company shall not be a Director for the purposes of the Companies Act 1985 nor for the purposes of Table A nor for the purposes of these Articles of Association and accordingly the word "Director" where it appears in any of the fore going shall not apply to nor include an associate director.
- 8.3 An associate director shall not have the right to attend meetings of Directors nor receive documents circulated to Directors, but may be invited to attend all or any part of any meeting of the Directors but shall not be entitled to vote on any matter.
- 8.4 A person shall be appointed and/or removed as an associate director by a simple resolution of the Board of Directors. The position of associate director shall not entitle the person so appointed to any fees or other remuneration in respect of such position. The removal of a person from the position of associate director shall not (where the associate director is also an employee of the Company) of itself operate as a termination of such persons contract of employment with the Company.
- 8.5 The number of persons who may be associate directors at any one time shall be determined by the Directors.



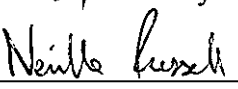
T.L. Clowes and Company Limited



T.L. Clowes

We confirm that the Written Resolution set out above does not concern us as Auditors within the framework of Section 381(b) of the Companies Act 1985.

Dated 27 January 1997



Neville Russell
24 Bevis Marks
London
EC3A 7NR

