

Company Number ~~2087869~~ 2087867

WRITTEN RESOLUTIONS OF

FUTURE ELECTRONICS LIMITED ("the Company")

We, Future Electronics Inc., being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Written Resolutions and agree that the said resolutions shall, 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.

- a. THAT the share capital of the Company be increased to £100,000,000 by the creation of 60,000,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company.
- b. THAT the Directors of the Company be and are hereby authorized pursuant to Section 80 of the Companies Act 1985 to allot to such persons at such times and on such terms as they think proper, any Ordinary Shares of the Company, provided that the maximum number of shares that may be allotted pursuant to this Resolution shall not exceed 100,000,000 Ordinary Shares of £1 each and that the authority of the directors hereunder shall expire five years from the date of these resolutions.

Dated:

24 December, 1998


(Authorized signatory of Future Electronics Inc.)

