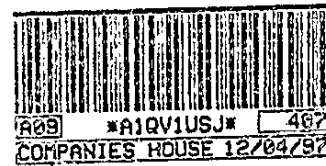


Company number 2272340



THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS

of

EUROBELL (SUSSEX) LIMITED

(passed on 18 March 1997)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Multimedia House, Lloyds Court, Manor Royal, West Sussex RH10 2PT on March 1997, the following resolutions were duly passed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased to £4,500,000 by the creation of an additional 55,917 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That:
  - (a) to the exclusion of any existing authority under section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised for the purposes of that section at any time or times during the period of five years

from the date of this resolution to allot, or to grant any right to subscribe for or to convert any security into up to 55,917 ordinary shares of £1 each in the capital of the Company;

- (b) at the expiry of the period of five years, the authority contained in paragraph (a) shall expire, but the Directors may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.



Chairman