

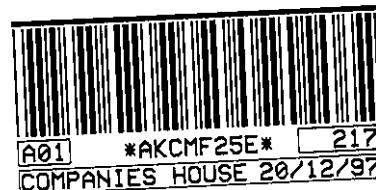
THE COMPANIES ACTS 1985 TO 1989

WRITTEN RESOLUTION

of

RMS EUROPE LIMITED

(Company Number 2464026)



We, the undersigned, being all the Members of RMS Europe Limited ("the Company") for the time being entitled to attend and vote at General Meetings of the Company hereby unanimously pass each of the Resolutions set out below (together "the Resolutions") and agree that the 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.

RESOLUTIONS

IT IS RESOLVED as follows:-

Resolution No. 1

That the capital of the Company be increased from £40,000 divided into 10,000 Shares of £1.00 each and 30,000 Redeemable Preference Shares of £1.00 each to £100,000 by the creation of a further 60,000 Redeemable Preference Shares of £1.00 each ranking pari passu with the other Redeemable Preference Shares already in issue and having the rights set out in the Articles of Association of the Company as amended by a Special Resolution dated 16th December 1996.

Resolution No. 2

That the Directors of the Company are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Redeemable

Preference Shares to such persons, on such terms and in such manner as they think fit, upto a maximum nominal amount of £60,000 at any time during the period of five years from the date of the passing of this Resolution

Resolution No. 3

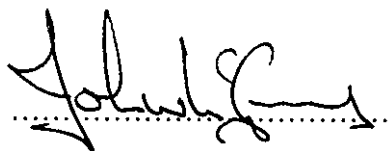
That, by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) of the Companies Act 1985 shall not apply to the allotment of the Redeemable Preference Shares pursuant to the authority conferred by Resolution 2 above.

Name of Shareholder

Signature

Date of Signing

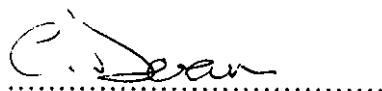
Alexglade Limited



(for and on behalf of Alexglade Limited)

21/10/97

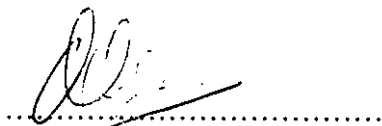
Christine Dean



(C. Dean)

21/10/97

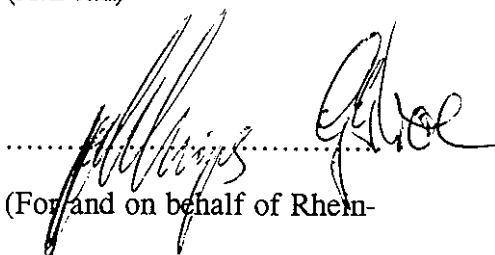
Anthony Dean



(A. Dean)

21/10/97

Rhein-Maas-und See-
Schiffahrtskontor GmbH



(For and on behalf of Rhein-Maas-und See-Schiffahrtskontor GmbH)

4/11/97