

WRITTEN RESOLUTION

- of -

RELECTRONIC-REMECH LIMITED

Dated the 7th day of September 2001

We, the undersigned, being the sole member of the Company hereby unanimously pass the following resolutions as Elective resolutions of the Company pursuant to section 379A and 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

ELECTIVE RESOLUTIONS

1. THAT pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. THAT pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
3. THAT pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.

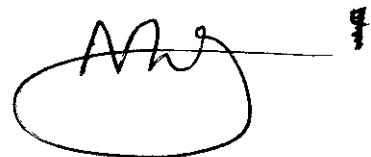
NAME

ADDRESS

SIGNATURE

Belfor-Relectronic (UK) Limited

Senator House
85 Queen Victoria Street
London
EC4V 4JL



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

- of -

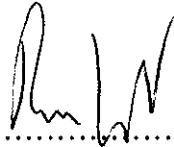
RELECTRONIC-REMECH LIMITED

Passed the 7th day of September 2001

By a Written Resolution of the above named Company duly passed on 7th September 2001, pursuant to Article 381A of the Companies Act 1985 the following Resolutions were unanimously passed as Elective Resolutions of the Company in accordance with section 379A of the Companies Act 1985 as follows:-

ELECTIVE RESOLUTIONS

1. THAT pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. THAT pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
3. THAT pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.



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For and on behalf of
Legist Secretaries Limited
Secretary
Relectronic-Remech Limited