

THE COMPANIES ACTS 1985-1989

Company Limited by Shares

ORDINARY RESOLUTION

of

THE DODGE GROUP LIMITED

(passed 28th April 1997)

At an Extraordinary General Meeting of the above-named Company duly convened and held at Suite 2973, 1 World Trade Centre New York, New York 10048 USA on 28th April 1997 at 4.00p.m. the following resolution was duly passed as an Ordinary Resolution of the Company:

That the authorised share capital of the Company be increased from £1,500,000 to £4,000,000 by the creation of an additional 2,500,000 ordinary shares of £1 each to rank pari passu in all respects with the capital of the Company.



Chairman

