

THE COMPANIES ACTS 1985 to 1989

Company No. 02654245

GLOBAL TEA & COMMODITIES LIMITED

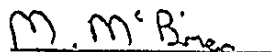
WRITTEN RESOLUTION

We, the undersigned, being all the members of the above-named private company ("the Company") hereby agree that the following resolutions shall have effect as a written resolution of the Company in accordance with sections 381A and 381B of, and with paragraph 5 of Schedule 15A to, the Companies Act 1985:

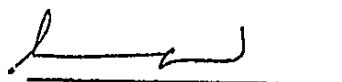
1. That the authorised capital of the Company be increased by \$500,000 to \$2,500,000 by the creation of 500,000 'A' Ordinary Shares of \$1 each such 'A' Ordinary Shares having the rights set out in the Articles of Association of the Company to be adopted pursuant to resolution number 3 below
2. That the directors of the Company are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot 500,000 'A' Ordinary Shares of \$1 each and this authority shall expire on the fifth anniversary of the date hereof.
3. That the Articles of Association in the form of the draft annexed to this resolution be and are adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association of the Company.
4. That the directors of the Company be empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of that Act) in the capital of the Company pursuant to the general authority given to them for the purposes of Section 80 of that Act as if Sections 89(1) and 90(1) to (6) of that Act did not apply.


Nadeem Ahmed

Date 23.4.1998


Fahim Ahmed (by his
duly authorised attorney
Michael McBrien)

Date 23/4/98


duly authorised attorney
of Aroma Trading Company
Limited

Date 23.4.1998

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M McBrien
BS Abdul Rahman (by his
duly authorised attorney
Michael McBrien)

Date 22/4/98