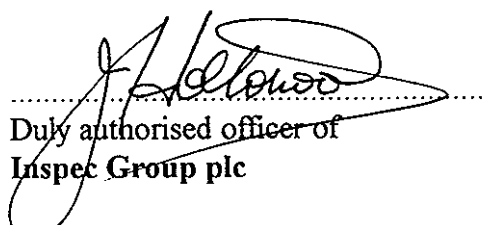


**Written Resolutions of
Inspec Finance Limited ("the Company")
Registered No. 2685504**

We, the undersigned, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) 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:

IT IS HEREBY RESOLVED

- 1 THAT the share capital of the Company be and is hereby increased to £150,000,000 by the creation of 70,000,000 Ordinary shares of £1 each to rank pari passu in all respects with the existing Ordinary shares of the Company.
- 2 THAT the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot to such persons at such times and on such terms as they think proper any Ordinary shares of the Company and that the authority of the Directors hereunder shall expire five years from the date of passing this Resolution.


Duly authorised officer of
Inspec Group plc

21/11/96
Dated

