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Company No. 2701593



THE COMPANIES ACT 1985
 COMPANY LIMITED BY SHARES
 COPY SPECIAL RESOLUTION
 OF RAINFORD GROUP LIMITED

(pursuant to section 380 of the Companies Act 1985)

At the Annual General Meeting of the above Company duly convened and held on 6 December 1996 the following resolution was duly passed as a Special Resolution of the Company:

Special Resolution

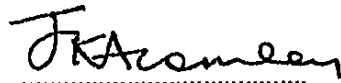
THAT, the directors be and they are empowered pursuant to Section 95(1) of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of Section 94(2) of the Act) for cash as if Section 89(1) of the Act does not apply to any such allotment, provided that such power shall be limited to:

- (i) the allotment of equity securities in connection with a rights issue or other pre-emptive offer in favour of the holders of ordinary shares and the holders of any other shares or securities of the company which by their terms are entitled to participate in such rights issue where the equity securities allotted are in proportion (as nearly as may be) to, on a record date fixed by the directors, the respective number of shares held by such shareholders or into which their shares or securities are to be deemed converted in calculating the extent of their participation (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with matters arising under the laws of any overseas territory or the requirement of any regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements or otherwise howsoever); and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) wholly for cash of equity securities up to an aggregate nominal amount of £59,609 (representing approximately 5% of the issued ordinary share capital of the company at the date of this Resolution)

and unless previously renewed, revoked or varied such power shall expire on the earlier of 15 months from the date of this Resolution and the conclusion of the next annual general meeting of the company, save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired and all authorities and powers

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conferred prior to the date of this Resolution in accordance with or pursuant to Section 95 of the Act are revoked, such revocation not to have retrospective effect.



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Chairman