

BONANZA PROPERTIES LIMITED

We the undersigned, being all the members of the company for the time being, hereby resolve

1. As an ordinary resolution,

THAT the share capital of the company be increased to £ 4'000'000.--


by the creation of 2'500'000 ordinary shares to rank pari passu with the existing share capital of the company, and

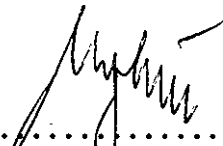
2. As a special resolution,

THAT the directors be authorised to allot the aforementioned shares as they think fit, up to a maximum of 4'000'000 shares total in issue, such authority to expire on 4th December 2000,

and we hereby waive any pre-emption rights we may have in respect of these new shares.

Dated this fifth day of December 1995.


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for & on behalf of
Imporex AG


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for & on behalf of
Wisar AG

9244/JJB

