

26-09-95

No. 2755159

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

DATA-TRACK FUEL SYSTEMS LIMITED

(passed on 22 August 1995)


At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at
the following Resolutions were passed as a Special Resolution in the case of
Resolution 1 and as Ordinary Resolutions in the case of Resolutions 2, 3, 4
and 5 of the Company:

1. THAT: the Articles of Association of the Company be amended as set out below:
 - (1) the following words shall be inserted at the end of Article 4;
"Section 89(1) of the Act shall not apply to any allotment of shares by the Company"; and
 - (2) Article 7 shall be deleted and a new Article 7 in the form set out in the attached Rider shall be inserted in its place.
 - (3) Additional Articles 17, 18 and 19 will be inserted after Article 16 (and the numbering of subsequent Articles shall be amended accordingly), which are as follows:
 - 17 Any one Shareholder or two Shareholders together holding more than 40% of the issued share capital of the Company at any one time (the "Appointing Shareholder(s)") shall be entitled to appoint one person as a Director of the Company and to remove from office any person so appointed and (subject to such removal) to appoint another person in his place.
 - 18 Any appointment or removal of a Director as set out in Article 17 above shall be by signed instrument in writing served on the Company by the Appointing Shareholder(s) (as the case may be) and shall take effect on and from the date on which such instrument is lodged or deposited at the registered office of the company.
 - 19 Subject to Section 303 of the Act, on any resolution to remove the Director as set out in Article 17, the Shares held by the Appointing Shareholder(s) (as the case may be) shall together carry at least one vote in excess of seventy five per cent of the votes exercisable in respect of that resolution at the general meeting at which such resolution is to be



proposed and if any such Director is removed pursuant to Section 303 of the Act the Appointing Shareholder(s) (as the case may be) may reappoint him or any other person as the Director.

2. THAT: the authorised share capital of the Company be and it is hereby increased by £855.20 to £10,855.20 by the creation of an additional 8,552 Ordinary Shares of 10p each ranking pari passu in all respects as one class of shares with the existing shares of 10p each in the capital of the Company.
3. THAT: the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £10,855.20 at any time or times during the period from the date of the passing of this resolution up to and including 5 years from the date on which the authority is given when such authority shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.
4. THAT: Michael E Rex is elected to the Board, whose willingness to stand and details required are appended in the form of a signed statement by him.
5. THAT: the Shareholders Agreement of 18th January 1994 is amended in accordance with Resolution 4 above.

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Chairman