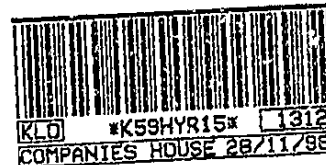


Company No. 2786181

THE COMPANIES ACT 1985

Company Limited by Shares



WRITTEN RESOLUTION

of


MORDRIL LIMITED

WE, the undersigned, being the sole member of the above Company entitled to attend and vote at a general meeting of the Company, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolution in writing, which would otherwise be required to be passed as an ordinary resolution, subject to the provisions of section 381B of that Act, having been complied with -

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased to £2,100,000 divided into 2,100,000 ordinary shares of £1 each by the creation of 400,000 ordinary shares of £1 each ranking pari passu with the existing shares.
2. That the directors be unconditionally authorised for the purposes of section 30 of the Companies Act 1985 to allot to Quirinal Limited relevant securities (within the terms of that section) up to a maximum nominal amount of £400,000 for a period of two months beginning on the date on which this authority is given.

Dated this 14th day of November 1996

 .....Director  
for QUIRINAL LIMITED

Richards Butler  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

Ref: SMG/93-35210