

COMPANY NUMBER: 2860221

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

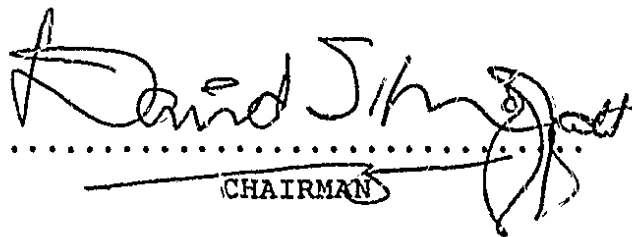
POWERDRAUGHT LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the abovenamed Company duly convened and held at 133 Beaumanor Road, Leicester, LE4 5QE on the 11th day of January 1994, the following Resolutions were passed as Special Resolutions, viz:-

SPECIAL RESOLUTIONS

1. "Subject to the Articles of Association from time to time adopted by the Company, the Directors be generally and unconditionally authorised to allot the new shares or any of them and any other shares for time being in the capital of the Company equal to the nominal amount of authorised but unissued share capital at any time within five years from the date of passing this Resolution to such persons in such proportions upon such terms (except at a discount) as the Directors may decide.
2. That the Directors be and that they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to make allotments of equity securities (as defined by Section 94 of the Companies Act 1985) pursuant to the authority

conferred on them by Resolution 1 above as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply to any such allotment, providing this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £50,000 and that this power shall expire at the Annual General Meeting of the Company to be held in 1995 save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may notwithstanding any such expiry, allot equity securities in pursuant of such offers or agreements as if the power conferred hereby had not expired.

  
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CHAIRMAN