
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
of
AEC HOLDINGS (UK) LIMITED

Passed 8th September 1995

At an Extraordinary General Meeting of the Company duly convened and held on Friday 8th September, 1995 the following Resolution was duly passed as an Ordinary Resolution.

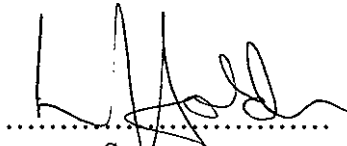
ORDINARY RESOLUTION

THAT:

- (a) the authorised share capital of the Company be and is hereby increased from £100 to £15,000,100 by the creation of an additional 15,000,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing 100 Ordinary Shares of £1 each;
- (b) in substitution for any existing power under Section 80 of the Companies Act 1985 (as amended and in force from time to time) (the "Act") but without prejudice to the exercise of any such authority prior to the date hereof the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £15,000,099 such authority to expire on the conclusion of the Annual General Meeting of the Company to be held in 1996 but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant



securities in pursuance of such offers or agreements as if the power conferred hereby had not expired;



.....
Secretary