

**COMPANIES ACT 1948 TO 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SOLE MEMBER OF
HANDYMINSTER LIMITED ("THE COMPANY")
COMPANY NUMBER ~~3019642~~
DATED 31 MAY 2002**

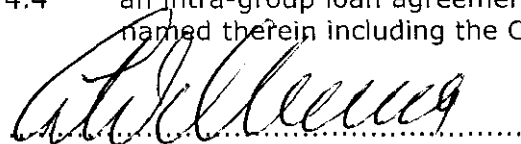
We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a written resolution pursuant to Section 381A of the Companies Act 1985:

WRITTEN RESOLUTION

THAT:

1. The following additional clause (z) be added to the Memorandum of Association of the Company:

"Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assurance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act."
2. the giving of financial assistance (as defined in Section 152 of the Act) by the Company for the purposes of the acquisition by Tragus Holdings Limited (the "Borrower") of shares in the Company as described in the statutory declaration made pursuant to Section 155(6) of the Act, a copy of which marked "B" and initialled by a Director of the Company for the purposes of identification are annexed hereto, be and it is hereby approved;
3. it is confirmed that under Schedule 15A, Section 4 of the Act, the statutory declaration, together with the Auditors' report annexed to it, has been supplied to each member of the Company either before or at the time at which this written resolution is supplied for signature; and
4. the entry into by the Company of the following documents was approved on behalf of the Company:
 - 4.1 the facilities agreement (the "Facilities Agreement") between Tragus Holdings Limited (the "Borrower") (1) certain companies named therein including the Company (2) and Barclays Bank Plc (in its various capacities as Bank and Working Capital Facilities Bank, as defined in the Facilities Agreement) (the "Bank") (3);
 - 4.2 the Working Capital Facility Letter;
 - 4.3 a composite guarantee and debenture in favour of the Bank; and
 - 4.4 an intra-group loan agreement between the Borrower (1) and certain companies named therein including the Company (2).



Signed for and on behalf of
THE PELICAN GROUP LIMITED

