

Company Number:3016831

THE COMPANIES ACT(S) 1985 and 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

**pursuant to Section 381A of the Companies Act 1985
as amended by Section 113 of the Companies At 1989**

- of -

POWER INNOVATIONS LIMITED
(Passed the **8 Dec** day of December 1998)

We being all the members of the above named Company ("the Company") entitled to attend and vote at general meetings of the Company hereby (in accordance with the Company's Articles of Association and the Companies Act 1985 (as amended)) resolve in writing as follows:

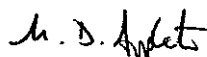
ORDINARY RESOLUTION

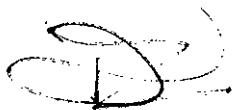
That the authorised share capital of the Company be increased from £300,000 to £330,000 by the creation of 30,000 shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.

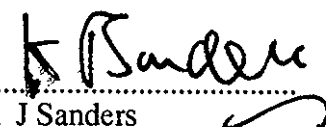
Dated: **8 Dec 1998**


Signed by all the Members of the Company:

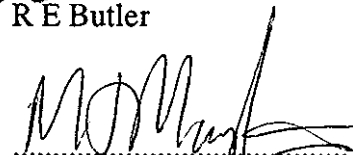


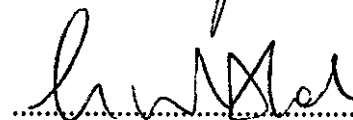

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M D Appleton


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D Mackness


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K J Sanders


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R E Butler


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M J Maytum


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M Whitlock