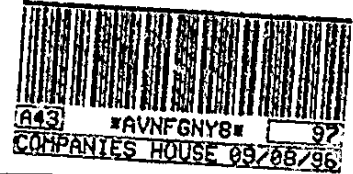


16-08-96

Company Number : 3053570



**WRITTEN RESOLUTIONS
OF
IGE USA GROUP LIMITED
("the Company")**

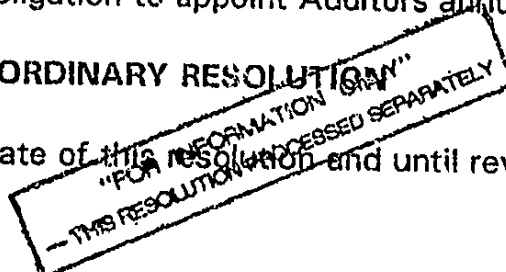
I, the undersigned sole Member of the Company being the sole Member who at the date thereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985 ("the Act") and one resolution to take effect as an ordinary resolution;

1. ELECTIVE RESOLUTIONS

- (i) **THAT** the provisions of Section 80A of the Act shall apply, instead of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80;
- (ii) **THAT** in accordance with Section 252 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meeting;
- (iii) **THAT** in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of Annual General Meetings; and
- (iv) **THAT** in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint Auditors annually.

2. ORDINARY RESOLUTION

THAT from the date of this resolution and until revoked by

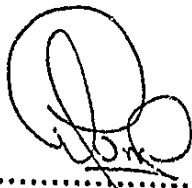


16-08-96

the sole Member of the Company the Directors of the
Company be and are authorised to determine the
remuneration of the Auditors.

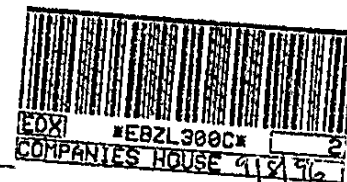
"FOR INFORMATION ONLY"
- THIS RESOLVED SEPARATELY

Dated: 15 July 1996



.....
Director

Company Number : 3053570



**WRITTEN RESOLUTIONS
OF
IGE USA GROUP LIMITED**

("the Company")

I, the undersigned sole Member of the Company being the sole Member who at the date thereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985 ("the Act") and one resolution to take effect as an ordinary resolution;

1. ELECTIVE RESOLUTIONS

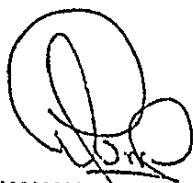
- (i) **THAT** the provisions of Section 80A of the Act shall apply, instead of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80;
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- (iii) **THAT** in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of Annual General Meetings; and
- (iv) **THAT** in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint Auditors annually.

2. ORDINARY RESOLUTION

THAT from the date of this resolution and until revoked by

the sole Member of the Company the Directors of the Company be and are authorised to determine the remuneration of the Auditors.

Dated: 1st July 1996



.....
Director