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IGE USA GROUP LIMITED (the "Company")

We, IGE USA Investments of 4th Floor, 3 Shortlands, Hammersmith, London W6 8BX, being the sole shareholder of IGE USA Group Limited (the "Company") who would be entitled to vote on the following resolution if it were to be proposed today at a general meeting of the Company, hereby resolve as follows to the intent that (pursuant to Article 31 in Part 2 of the Company's Articles of Association) such resolution shall take effect as a special resolution passed at such a general meeting duly convened and held:

RESOLUTION

THAT the Articles of Association of the Company be amended:-

- (i) by the addition of the word "prudently" after "which could" and before "have been paid" in two places in paragraph (A)(3)A(i) of Article 1, and the addition of the words "and such other matters as the directors of GECC Ltd. may consider relevant" at the end of such paragraph;
- (ii) by the substitution of the name "IGE USA Investments" in place of the name "IGE (USA) Holdings Limited" in Article 6; and
- (iii) by the substitution of the words "the Company or any of its subsidiaries" in place of "a subsidiary of the Company" in paragraph (A)(3)D(i) of Article 1

AND (being the sole shareholder in the Company) we hereby consent for all purposes to any variation or abrogation of the rights attaching to shares of any class in the capital of the Company which may be entailed by the amendment of the Company's Articles of Association pursuant to the foregoing resolution.

Signed:

W. J. J. J.
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for and on behalf of
IGE USA Investments

Date:

9.9.97
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