

No 3128071

THE COMPANIES ACTS 1985 and 1989

A ~~Private~~ Company Limited by Shares

RESOLUTIONS

of

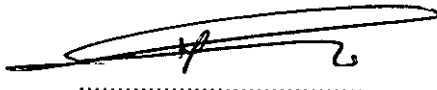
ERM-EUROPE (HOLDINGS) LIMITED

("the Company")

Passed 20 January 1999

At an Extraordinary General Meeting of the Company duly convened and held on 20 January 1999 the following Resolution was duly passed as an Ordinary Resolution:

THAT the share exchange between the Company and Robin Bidwell, Paul Woodruff and Daniel Sevick (who are all directors and members of the Company and members of ERM-Asia Pacific Holdings Limited ("EAPH")) and others ("the Merger") relating to the acquisition by the Company of the entire issued share capital of EAPH, be hereby approved in all respects for the purposes of Section 320 of the Companies Act 1985 and all other purposes, and that any director of the Company be hereby authorised to take all such steps and do all such acts and things as he may consider necessary, desirable or expedient in order to implement and complete the Merger and the matters contemplated thereby.



Director

