

04 - 07 - 97

No. 3141789

Company limited by shares

WRITTEN RESOLUTIONS

of

CEGELEC AEG AUTOMATION SYSTEMS LIMITED

We, the undersigned, being the sole member of the Company who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolutions as a elective resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been duly passed by us all at a general meeting of the Company duly convened and held:

RESOLUTIONS1. Election to Dispense with Annual General Meeting

RESOLVED that pursuant to section 366A of the Companies Act 1985 (as amended by the Companies Act 1989) the Company hereby elects to dispense with the holding of Annual General Meetings in 1997 and subsequent years until this election is revoked.

2. Election to Dispense with Laying of Accounts before General Meeting

RESOLVED that pursuant to section 252 of the Companies Act 1985 (as amended by the Companies Act 1989) the Company hereby elects to dispense with the laying of accounts and annual reports before the Company in General Meeting for the current and all subsequent financial years.


3. Election to Dispense with Annual Appointment of Auditors

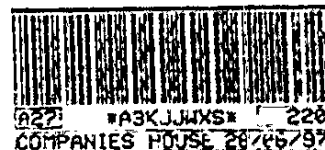
RESOLVED that pursuant to section 386 of the Companies Act 1985 (as amended by the Companies Act 1989) the Company hereby elects to dispense with the obligation to appoint Auditors annually.

4. Election to Reduce Majority required for Meeting on Short Notice.

RESOLVED that pursuant to sections 369(4) and 378(3) of the Companies Act 1985 (as amended by the Companies Act 1989) the Company hereby elects that the said provisions shall have effect in relation to the Company as if the requisite majority required to sanction the calling of a meeting at short notice be not less than 90% in nominal value of the shares giving a right to attend and vote at the meeting.

By:


 J A Davies
 Duly authorised officer
 for and on behalf of
 CEGELEC CONTROLS Ltd



Dated: 20th June 1997