

04-11-96

BRATHWELL

(Registered in England No. 3144919)

Written Resolutions of 23 October 1996

We, the undersigned, being all of the members of the Company having the right to vote at general meetings (or authorised agents of such members), signify our assent to the passing of the resolutions set out below under the provisions of Article 53 of Table A (as defined in the Articles) to the effect that such resolutions shall be deemed to be as effective as if they had been passed at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

1. THAT the regulations contained in the document attached hereto and marked "A" be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

SPECIAL RESOLUTION

2. THAT the Memorandum of Association of the Company be altered by the adoption of a new clause 3(A), in substitution for existing clause 3(A), and the adoption of new objects and powers inserted as clauses 3(C), (E), (U), (W), (X), (Y), (Z), (AA), (BB), (CC), (DD) and (EE) and the re-lettering of the existing clauses accordingly in such a way as to become identical in substance with the document attached hereto and marked "B".

SPECIAL RESOLUTION

3. THAT the authorised share capital of the Company be increased from £100 to £4,000 by the creation of:-
 - 3.1 900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each of the Company; and



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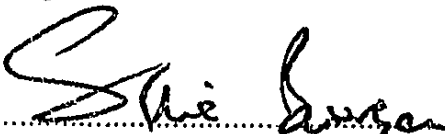
3.2 3,000 preferred ordinary shares of £1 each


having the rights and obligations ascribed to them in the Articles of Association adopted pursuant to resolution 1.

ORDINARY RESOLUTION

4. THAT the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £3,998 provided that this authority shall expire on the date being five years after the passing of this resolution unless renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry or the expiry of any renewal of this authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired and provided further that this authority shall be in addition to the authority conferred by Articles of Association of the Company.

Dated 23 October 1996


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for and on behalf of Legibus Nominees Limited


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for and on behalf of Legibus Secretaries Limited