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Fladgate Fielder

Solicitors

Dated

8/8/96
fladgate fielder

ADDSPICE LIMITED

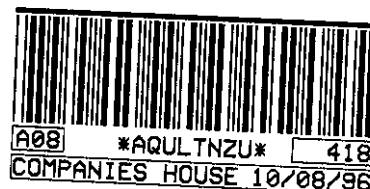
WRITTEN RESOLUTION PASSED UNDER REGULATION 51 OF THE ARTICLES

ORDINARY RESOLUTIONS

1. That the authorised share capital of the company of 1000 ordinary shares of £1.00 each be sub-divided into 10,000 ordinary shares of £0.10 each
2. That the authorised share capital be increased from £10,000 to £443,478.10 by the creation of new shares in the capital of the Company as follows:
 - 2.1 3,478,260 ordinary shares of £0.10 each to rank pari passu in all respects with the existing ordinary shares having the rights and subject to the restrictions contained in the Articles of Association to be adopted pursuant to resolution 4.
 - 2.2 956,521 cumulative redeemable preference shares of £0.10 each having the rights and being subject to the restrictions set out in the Articles of Association to be adopted pursuant to resolution 4.
3. That, in accordance with section 80 of the Companies Act 1985 ("CA 1985"), the directors are generally and unconditionally authorised to allot relevant securities, as defined in section 80(2) CA 1985, up to an aggregate nominal amount of £443,478.10, such authority, unless previously revoked or varied by the Company in general meeting, to expire on 24 June 2001 or, if earlier, the date of the Company's next annual general meeting, except that the directors may allot relevant securities pursuant to an offer or agreement made before the expiry of the authority.

SPECIAL RESOLUTIONS

4. That, pursuant to section 9 CA 1985, new articles of association in the form attached and marked "A" be and are adopted in place of and to the exclusion of the existing Articles of Association of the Company.
5. That, under section 95(1) CA 1985, the directors be and are hereby authorised to allot equity securities, as defined in section 94(2) CA 1985 under the authority conferred by resolution number 3 as if section 89(1) CA 1985 did not apply to the allotment up to an aggregate paid up value of £443,478.10 such power to expire on 24 June 2001 or, if earlier, the date of the company's next annual general meeting.



1. The first part of the document
describes the general situation
of the country and the
state of the economy.
2. The second part of the document
describes the state of the
economy and the state of the
country.

Richard Hughes

GPI Group Limited

Date: 26 June 1996

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~~Wichenford Holdings Limited~~