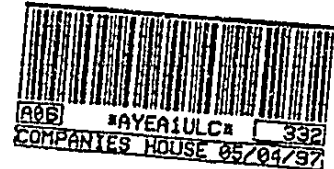


11-04-97

Company No: 3296903

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



SPECIAL AND ORDINARY RESOLUTIONS
OF
ADAS CONSULTING LIMITED

Passed: ~~27th~~^{27th} March 1997

At an Extraordinary General Meeting of the above-named Company duly convened and held on ~~27th~~^{27th} March 1997, the following Resolutions were duly passed, numbers 1, 2, 3 and 4 of which were passed as Ordinary Resolutions and number 5 of which was passed as a Special Resolution:

1. "That the authorised share capital of the Company be and is hereby increased from £100 to £1,000,002 by the creation of 999,902 Ordinary Shares of £1 each such shares to rank pari passu with the existing Ordinary Shares of the Company."
2. "That in accordance with Section 80 Companies Act 1985 ("the Act"), the directors of the Company be and are hereby authorised to allot Ordinary Shares of £1 each in the capital of the Company, with an aggregate nominal value of up to £1,000,000 during the period of 1 month from the date of the passing of this resolution."
3. "That the proposed acquisition by the Company of the ADAS business, pursuant to and upon the terms of a proposed agreement known as the Business Sale Agreement to be entered between the Company and the Minister of Agriculture, Fisheries and Food, be and is hereby approved and the Directors be and are hereby authorised to do all such things as may be necessary or desirable to give effect to such agreement and the transactions and arrangements contemplated by such agreement."
4. "That the directors of the Company be and are hereby unconditionally authorised to allot up to 1,000,000 Ordinary Shares in the Company otherwise than in accordance

with the pre-emption provisions contained in Article 4 (a) of the Company's Articles of Association."

5. "That the Articles of Association of the Company be amended by the deletion of the Article numbered 6 and its replacement by the following Article:-
6. Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-
 - (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not".

DATED: 27 March 1997


SECRETARY