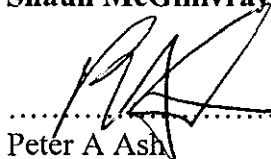
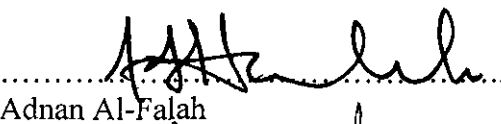
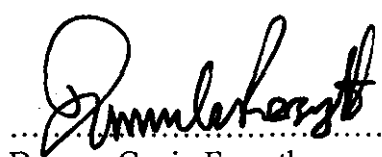
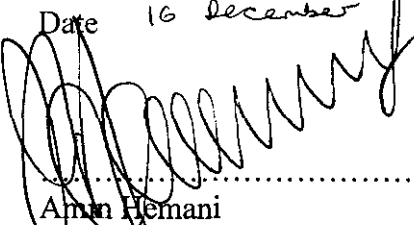
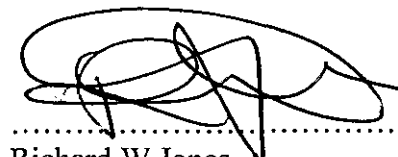
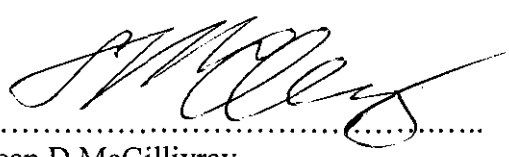
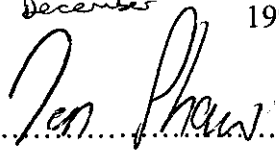
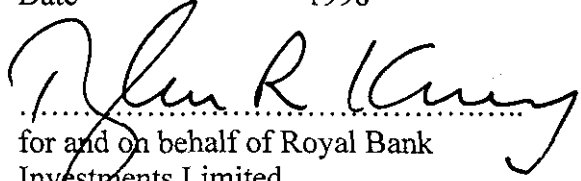
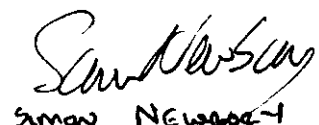


WRITTEN RESOLUTIONS OF THE MEMBERS OF KELIDO LIMITED

In accordance with the provisions of the Company's Articles of Association, the Subscription and Shareholders' Agreement between Amin Hemani and others, Kelido Limited and Royal Bank Investments Limited dated 21 November 1997 and the Companies Act 1985 (as amended), we, the undersigned, being all of the registered holders of the entire issued share capital of the Company and being entitled to receive notice of and attend and vote at a general meeting of the Company, hereby give our unanimous consent and resolve

SHARE TRANSFERS

THAT following the termination of employment of ^{Sean} Shaun McGillivray with effect from the close of business on 15 September 1998, a Transfer Notice having been deemed to be given to the Company in accordance with the provisions of the Articles of Association with effect from such date, the provisions of the Articles of Association relating to share transfers be and are hereby waived in respect of the proposed transfer of 60,000 "A" Ordinary shares of 50 pence each in the capital of the Company currently registered in the name of ^{Sean} Shaun McGillivray, at the price of 50 pence per share, as set out below:-

Transferor	Transferee	No. of "A" Ordinary Shares of 50 pence each
^{Sean} Shaun McGillivray	Duncan Forsyth	30,000
^{Sean} Shaun McGillivray	Adnan Al-Falah	30,000
 Peter A Ash Date 16.12.98 1998	 Adnan Al-Falah Date 16 December 1998	
 Duncan Gavin Forsyth Date: 16 December 1998	 Amin Hemani Date: 16 December 1998	
 Richard W Jones Date 16 December 1998	 Sean D McGillivray Date 16 December 1998	
 Ian J Shaw Date 16 December 1998	 for and on behalf of Royal Bank Investments Limited Date 16 December 1998	
 Simon Newson Date 16 December 1998		