

Company Number 3384705

SIMPSON INTERNATIONAL (UK) LTD

Written Record of the Decision of the Sole Member of the Company made pursuant to Section 382B of the Companies Act 1985.

Simpson International Holdings B.V., being the holder of the entire issued share capital of the Company and being the Single Member of the Company having the right to attend and vote at a general meeting of the Company RESOLVED on 27 June 1997 to pass the following Resolutions:

AS ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £3,000,000 to £5,000,000 by the creation of an additional 2,000,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing £1 Ordinary Shares in the capital of the Company.
2. THAT the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") until such time as this authority is revoked or varied by the Company in general meeting to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to but not exceeding an aggregate nominal amount of £2,023,250 save that the Company may before any such revocation or variance of such authority make an offer or agreement which would or might require relevant securities to be allotted after any such revocation or variance and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not been revoked or varied and that all previous authorities granted to the directors



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pursuant to Section 80 of the Act (or the statutory provisions of which that is a re-enactment) are hereby revoked.

Signed James E. Garpow

JAMIES EDWARD GARPOW
duly authorised signatory
for and on behalf of
SIMPSON INTERNATIONAL HOLDINGS B.V.
representing 2,976,750 shares of £1 each

Date October 15, 1997

Place Plymouth, Michigan, U.S.A.

