

Company Number: 3401800

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS IN WRITING**

**(PURSUANT TO SECTION 381A COMPANIES ACT 1985)**

**OF**

**ANDARIS GROUP LIMITED**

We, the undersigned, being all the members entitled to attend and vote at a meeting of the Company **HEREBY RESOLVE** in writing as follows:-

**ORDINARY RESOLUTION**

1. That the authorised share capital of the Company be increased to £13,541,250 by the creation of an additional 6,787,500 shares of 50p each, such new shares ranking equally with the existing shares of 50p each.

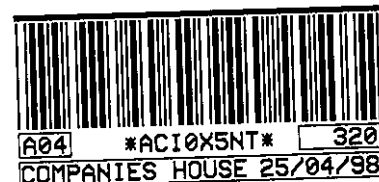
**ORDINARY RESOLUTION**

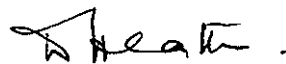
2. That the directors are unconditionally authorised for the purposes of Section 80 Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think up to the amount of the total authorised but unissued share capital of the Company as increased by Resolution 1 above at any time during the period of five years from the date hereof.

**SPECIAL RESOLUTION**

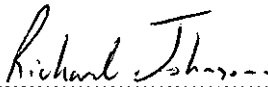
3. That by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) of that Act shall not apply in relation to any allotment of shares of 50p each pursuant to the authority conferred by Resolution 2 above.

Dated 25 April 1998





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David Heath



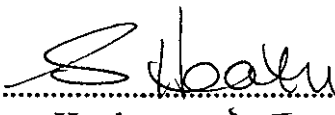
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Richard Johnson



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Sandra Wood

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On behalf of Ballard Limited  
by its attorney

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On behalf of Crosspool Limited  
by its attorney



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Susan Heath

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On behalf of Upperton Limited  
by its attorney

.....  
On behalf of Gist-brocades  
International BV

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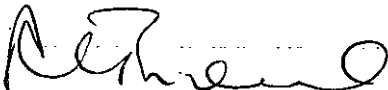
Dated 21/4 1998


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David Heath


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Richard Johnson

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Sandra Wood

  
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On behalf of Ballard Limited  
by its attorney

  
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On behalf of Crosspool Limited  
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