

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF THE MEMBERS OF

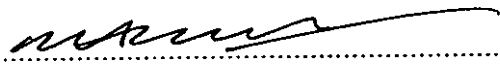
DALWEN LIMITED

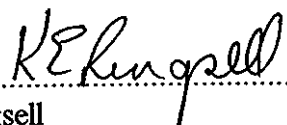


We, the undersigned, being all the Members of the above Company for the time being having a right to attend and vote at General Meetings, hereby pass the following Resolutions pursuant to the provisions of the Company's Articles of Association:

ORDINARY RESOLUTIONS

1. THAT with immediate effect the Company's Authorised Share Capital be and is hereby increased beyond the registered Capital of £1,000 to £100,000 by the creation of a further £99,000 Ordinary Shares of £1.00 each ranking pari passu in all respects with the Company's existing Ordinary Shares.
2. THAT, subject to the passing of the preceding Resolution, the Directors be and are hereby authorised and empowered for the purpose of Section 95 of the Companies Act 1985 to allot 99,998 Ordinary Shares of £1.00 each for cash consideration or otherwise.

Signed:  Dated: 30 September 1997
M R Aucott

Signed:  Dated: 30 September 1997
K E Ringsell

PRESENTED BY: DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR