

THE COMPANIES ACTS 1985 AND 1989

GLORYCARD LIMITED
(Registered Number 3444523)

We hereby certify that
this is a true and complete
copy of the original

Amended by
Amheim & Co.

WRITTEN RESOLUTIONS OF GLORYCARD LIMITED

We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at general meetings, hereby pass the following resolutions and agree that the said resolutions shall, pursuant to Article 53 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed, in the case of resolution 1, as a special resolution and in the case of resolutions 2 and 3, as ordinary resolutions at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. THAT, subject to resolution 3 below being passed, the Directors shall be and are hereby empowered for a period expiring five years from the date hereof to allot any equity securities (as defined in Section 94(2) of the Companies Act 1985 (the "Act")) of the Company pursuant to the authority conferred by resolution 3 below as if Section 89(1) of the Act did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power provided that such power shall, subject as aforesaid, cease to have effect when the said authority is revoked or would, if not renewed, expire but if that authority is renewed the said power may also be renewed for a period not longer than that for which the authority itself is renewed by special resolution of the Company in general meeting.

ORDINARY RESOLUTIONS

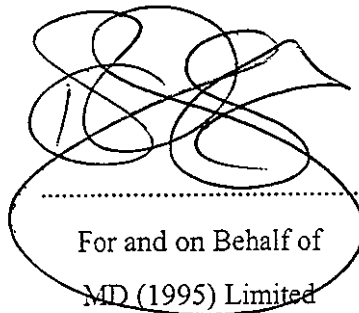
2. THAT that authorised share capital of the Company be increased to £5,000 by the creation of 4,000 additional ordinary shares of £1 each to rank pari passu with the existing shares in the capital of the Company.



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3. **THAT** the directors be generally and unconditionally authorised, pursuant to Section 80 of the Act, to exercise all powers of the Company to allot relevant securities (within the meaning of that Section) up to an aggregate nominal amount of £5,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date of this resolution and, before such expiry, to make an offer or agreement which would or might require relevant securities to be allotted after expiry and the directors may allot relevant securities pursuant to such offer or agreement.

Date: 16 October 1997



For and on Behalf of
MD (1995) Limited