

COMPANY NO: 3487910

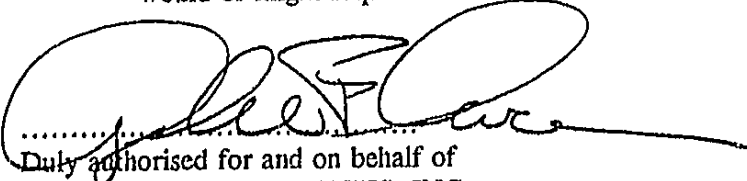
THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S RESOLUTIONS

of

AAI. FOSTER GRANT LIMITED
("the Company")

We, the undersigned, being the sole member of the Company entitled to receive notice of and to attend general meetings of the Company HEREBY RESOLVE that each of the following resolutions of the Company be passed as an Ordinary Resolution, namely:-

1. That the authorised share capital of the Company be and is hereby increased from £1,000 to £2,000,000 by the creation of 1,999,000 additional Ordinary Shares of £1 each such new Shares to rank pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
2. That the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Act for a period of five years from the date of the passing of this resolution to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the time of the passing this resolution **PROVIDED THAT** the Directors may allot such relevant securities after the expiry of the said five year period pursuant to an offer or agreement made by the Company before such expiry which would or might require relevant securities to be allotted after such expiry.


Duly authorised for and on behalf of
ACCESSORIES ASSOCIATES, INC.

Dated: 4 March

1998

