

Step G(6)

No: 3728144

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

IGE ENGINES HOLDINGS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 20th December, 2000 the following resolutions were passed as ordinary resolutions:

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £649,000 to £10,000,000 by the creation of 9,351,000 additional ordinary shares of £1 each, having the same rights as and ranking equally in all respects with the existing issued ordinary shares of £1 each in the capital of the Company; and
2. That, pursuant to Section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £10,000,000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

James A. Gray

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Chairman



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COMPANIES HOUSE

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