

Company No.:- 03922833


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
UTILYX LIMITED

We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of, attend and vote at General Meetings hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

RESOLUTION

- 1.1 THAT the nominal capital of the Company be increased to £15,000 by the creation of 1,490,000 Ordinary Shares of £0.01 to rank pari passu in all respects with the existing Ordinary Shares.
- 1.2 THAT:
- (A) for the purposes of section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £15,000 in addition to the existing authority in Regulation 3.2 of the Articles of Association of the Company, such authority to expire five years from the date of this resolution but to be capable of previous revocation or variation from time to time by the Company in General Meeting and of renewal from time to time by the Company in General Meeting for a further period not exceeding five years; and
 - (B) the Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.
 - (C) sub-section (1) of section 89 and sub-sections (1) to (6) (inclusive) of section 90 of the Companies Act 1985 shall not apply to any allotment of relevant securities made pursuant to (A) or (B) above.

DATED 28 April 2000


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