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THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

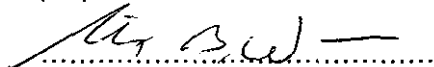
HAMSARD 2364 LIMITED

PASSED THE 19 JULY 2001

I, the undersigned, being the sole member for the time being of the above named Company entitled to attend and vote at general meetings thereof HEREBY PASS the following resolution as a special resolution of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

1 SPECIAL RESOLUTION

That in connection with acquisition (the "**Acquisition**") of the whole of the issued share capital of the Company by Hamsard 2291 Limited (the "**Purchaser**") which is to take place on 19 July 2001 the Company is authorised to give financial assistance for the purpose of the Acquisition by entering into a loan agreement in the form produced to the meeting and initialled by the Chairman for the purpose of identification to be executed by the Company and Hamsard 2291 Limited.



Gilbert B. Warren - Secretary

For and on behalf of Bridon Inc

