

Company Number: 4264507

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS OF

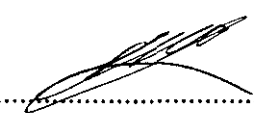
HCD GROUP LIMITED

(Passed on *22nd* day of *April* 2002)

AT an Extraordinary General Meeting of the above named Company duly convened and held on *22nd April* 2002 the following Resolutions were passed as Ordinary and Special Resolutions of the Company:-

Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased from £100 to £300 by the creation of a further 200 Ordinary Shares of £1 each
2. THAT the Directors of the Company be generally authorised to allot relevant securities up to a maximum amount of £200 pursuant to Section 80 of the Companies Act 1985, subject to the provisions of the Company's Articles of Association, to such persons on such conditions as they think fit at any time until January 2003 provided that no share shall be issued at a discount.


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Chairman of the Meeting

Dated: *22 April* 2002

