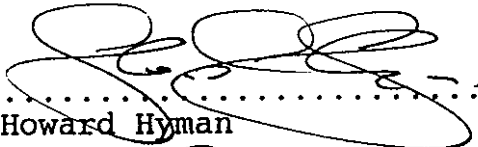


We the undersigned being all the members of the above named company ("the Company") entitled to receive notice of and to attend and vote at general meetings of the Company do hereby pursuant to Section 381A of the Companies Act 1985 resolve that the following Resolutions be passed, Nos. 1 and 4 as Special Resolutions and Nos. 2 and 3 as Ordinary Resolutions:-

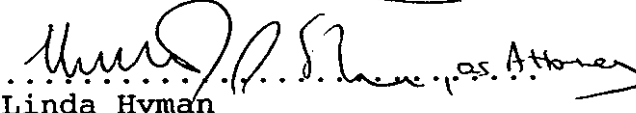
1. "That the regulations contained in the Schedule attached hereto and signed for the purpose of identification by each of the Members be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."
2. "That the authorised share capital of the Company be increased from £40,050 divided into 35,000 Ordinary Shares of £1 each, 1,000 'A' Ordinary Shares of £1 each and 405,000 'A' Ordinary Shares of 1p each to £43,750 divided into 35,000 Ordinary Shares of £1 each, 4,700 'A' Ordinary Shares of £1 each and 405,000 'A' Ordinary Shares of 1 p each by the creation of 3,700 'A' Ordinary Shares of £ 1 each."
3. "That the Directors be and are hereby authorised generally for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot and issue relevant securities and that on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the Articles of Association of the Company:-
 - (i) the amount of relevant securities to be allotted in pursuance of this authority shall be 3,700 'A' Ordinary Shares of £1 each in the capital of the Company; and
 - (ii) this authority shall expire, unless sooner revoked or altered by the Company in General Meeting, on the

expiry of the period of five years from the date of passing of this Resolution."


4. "That pursuant to Resolution 3 above and Section 95(1) of the Companies Act 1985 ("the Act"), Section 89(1) of the Act shall not apply to any allotment of relevant securities in the capital of the Company."


.....
Howard Hyman

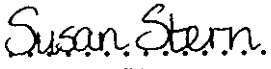
Date ..26.03.97.....


..... as Attorney
Linda Hyman

Date ...14.4.97.....


.....
Paul Stern

Date ..26/3/97.....


.....
Susan Stern

Date ..26.3.97.....