

07 - 10 - 97

THE COMPANIES ACT 1985
 COMPANY LIMITED BY SHARES
 SPECIAL RESOLUTIONS OF
 SCOTT REUTER LIMITED
 (Company No. 111482)

Passed on Thursday 21st September 1989

an Extraordinary General Meeting of the above named company,
 duly convened and held at 22 Tennant Street, Edinburgh
 on Thursday 21st September 1989,
 the following resolutions were duly passed:-

RESOLUTIONS

1. That: (a) the authorised share capital of the Company be increased from £1,000 to £80,000 by the creation of 80,000 Ordinary Shares of £1 each.
- (b) for the purpose of Section 95 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section): the directors be and are hereby generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £40,000 to such persons at such times and on such terms and on such terms as they think proper during the period expiring at the end of five years from the date of this resolution.
2. That the Articles of Association of the Company be amended by the addition of the following article as Article 18:-

18. Capitalisation of Profits

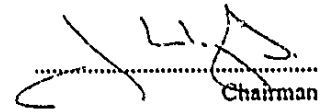
The Company in general meeting may by ordinary resolution, upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed amongst them by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.



07-10-97

2

3. That Article 17 of the Articles of Association be amended such that in the case of an equality of votes that the Chairman of the Board of Directors shall have a second or casting vote
4. That on the recommendation of the Board of Directors the appointment of George Philip Walker as a non-executive Director of the Company be confirmed.


Chairman