

ATESTA GROUP LIMITED

REGISTERED NO. SC 161800

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

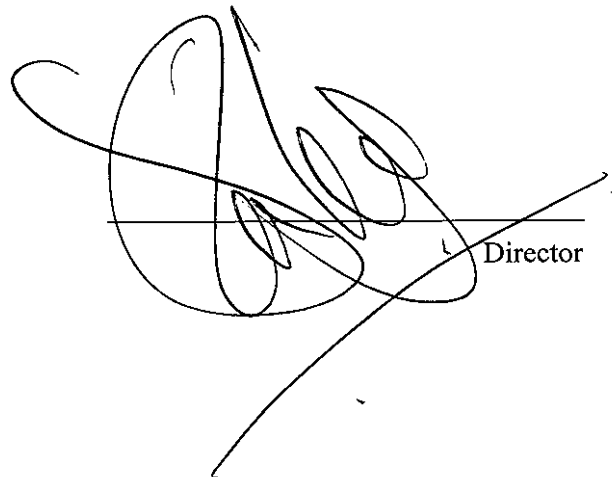
WRITTEN RESOLUTION RECORD

I, the undersigned, being a Director of the Company, confirm that the Written Resolution set out below was signed by all the members of the Company, the last signature being dated 30th December 1998, and that the Resolution has effect from that date.

1. THAT the authorised share capital of the Company be increased to £111,246.75 by the creation of 38,500 "A" Ordinary shares of £0.25 each and 71,500 Ordinary Shares of £0.25 each both ranking pari passu in all respects with the 217,742 Ordinary Shares and 117,245 "A" Ordinary Shares of £0.25 each which currently form the authorised share capital of the Company.
2. THAT pursuant to Section 80 of the Companies Act 1985, the Directors of the Company be generally and unconditionally authorised to issue and allot the unissued share capital of the Company from time to time to such persons, at such times and on such conditions as the Directors may determine during the period of one calendar month from the date this authority is given.

Date:

30/12/98


Director

