

COMPANIES ACTS 1985 to 1989

Private Company Limited by shares

KEY-TECH (SCOTLAND) LIMITED
(registered number 171778)

WE, the undersigned, being all the shareholders for the time being in Key-Tech (Scotland) Limited ("the Company") HEREBY RESOLVE that the following resolutions be and are hereby passed as ordinary resolutions and a special resolution of the Company respectively:-

Ordinary Resolutions

- "(1) THAT the members approve, for the purposes of section 320 of the Companies Act 1985, the purchase of the business and undertaking of the firm of "Key-Tech", a partnership comprising Dr James Brown and Brian Keyte, both of whom are directors of the Company;
- (2) THAT 1,000 of the existing unissued ordinary shares of £1.00 each be and are hereby converted into and reclassified as Redeemable Preference Shares of £1.00 each, such new shares having the rights and being subject to the restrictions respectively attaching thereto as contained in the new Articles of Association of the Company proposed to be adopted in terms of paragraph 3 below; and

Special Resolution

- (3) THAT the Company adopt new Articles of Association in the form of the draft attached to this resolution and, for the purposes of identification only initiated by the Company Secretaries, and that such new Articles be adopted in substitution for and to the exclusion of the Company's existing Articles of Association."

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Dr J Brown

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Mrs M Brown

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B Keyte

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Mrs R Keyte

Dated this 1... day of May 1998

