

Registered Number 195222

COMPANIES ACTS 1985 TO 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS OF ENGINEERING TOOLS & CONSUMABLES LIMITED

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DATED

20 July 1999

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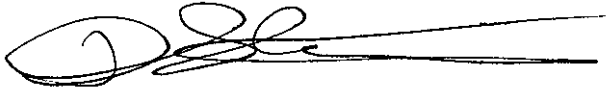
The following resolutions were duly passed, number 3 as a special resolution and numbers 1 and 2 as ordinary resolutions of the above named Company by written resolution of all of the members entitled to attend and vote at a general meeting of the Company on Tuesday 20 July 1999:-

1. "THAT the authorised share capital of the Company be and is hereby increased from £100 to £400,000 divided into 400,000 ordinary shares of £1 each by the creation of 399,900 additional ordinary shares of £1 each in the share capital of the Company ranking in all respects pari passu with the existing ordinary shares in the capital of the Company."
2. "THAT the directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to a maximum nominal amount of £399,998 provided that the authority hereby given shall expire five years after the passing of this resolution unless previously revoked or varied save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."



3. "THAT pursuant to section 95(1) of the Companies Act 1985, section 89(1) of the Companies Act 1985 shall not apply to any allotment of shares in the capital of the Company pursuant to the authority conferred on the directors by resolution 5 above."

Certified a true copy

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a series of loops and a long horizontal stroke.

Director