

09 - 05 - 98

NUMBER OF COMPANY: 00621547

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
WILSON & CO (UK) LIMITED

Passed this 6th day of April 1998

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at Units 5 & 6 Parkway Trading Estate, Cranford Lane, Hounslow Middlesex on the 6th day of April 1998 at 10.00 am the following resolutions were duly passed:-

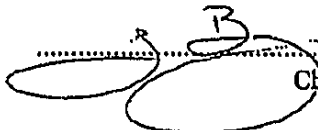
ORDINARY RESOLUTIONS

THAT the authorised share capital be and is hereby increased from £500,000 to £2,000,000 by the creation of 1,500,000 additional ordinary shares of £1 each ranking in all respects pari passu to the existing 500,000 ordinary shares of £1 each.

THAT the directors be and are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised capital of the Company (£2,000,000) at any time or times during the period of five years from the date of this resolution.

SPECIAL RESOLUTION

THAT the rights of pre-emption contained in Section 89(1) of the Companies Act 1985 and article 4 of the articles of association of the Company shall not apply to the allotment of 1,500,000 ordinary shares of £1 each to be made by the directors.


Chairman

The Directors

