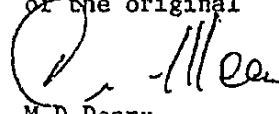


Certified to be a true copy
of the original



M D Deary
Company Secretary

Company No. 2019020

SCHEDULE 1

SIF ENTREPRISE BACHY LIMITED

WRITTEN MEMBERS' RESOLUTION

PURSUANT TO

S.381A COMPANIES ACT 1985

PURSUANT TO Section 381A Companies Act 1985 we, the undersigned, being all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company HEREBY AGREE AND CONFIRM that the following resolutions shall for all purposes have effect as if resolutions numbered 1 and 2 had been passed as Ordinary Resolutions and Resolution numbered 3 had been passed as a Special Resolution at a general meeting of the Company duly convened and held. Accordingly WE HEREBY RESOLVE:-

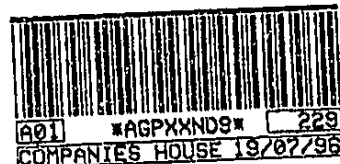
ORDINARY RESOLUTIONS

- 1 THAT the share capital of the Company be increased to £5,000,000 by the creation of an additional 2,750,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
- 2 THAT the Directors of the Company be and they are hereby authorised pursuant to Section 80 of the Companies Act 1985 generally and unconditionally to exercise each and every power of the Company to allot relevant securities (as defined in that section) up to a maximum amount in nominal value of £1,500,000 with such rights and restrictions and in such manner as the Directors may decide such authority to expire on 31st ~~XXXXXX~~ 1996.

JULY 1996

SPECIAL RESOLUTION

- 3 THAT the Directors of the Company be and they are hereby empowered pursuant to Section 95(1) Companies Act 1985 to allot equity securities



(as defined in Section 94(2) of that Act) pursuant to the authority conferred by the Ordinary Resolution already passed at Resolution 2 above as if Section 89(1) of that Act did not apply to the allotment, provided that this power shall expire on 31st ~~January~~ 1996.

July

M

.....
duly authorised signatory
for and on behalf of
~~STK Enterprises~~ Bachy SA

Dated 30 June 1996

.....
David Sherwood

Dated 30 June 1996