

13 - 07 - 97

2454345

QUESTER CAPITAL MANAGEMENT LIMITED

MINUTES of an Extraordinary General Meeting of the above named company held on 30th June 1997 at 4.15 pm at 2 Queen Anne's Gate Buildings, Dartmouth Street, London SW1H 9BP.

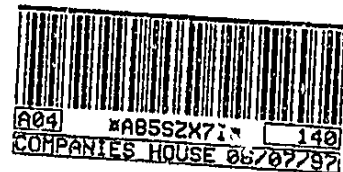
PRESENT: Andrew Holmes (Chairman) - representing Quester Services Limited

John Spooner

IN ATTENDANCE: Patricia Cox

1. The Chairman declared that a quorum was present and that all the members had consented to short notice of the meeting in writing. The notice of meeting was taken as read.
2. Resolution numbered 1 contained in the notice of meeting was proposed by the Chairman and seconded by Mr Spooner and passed unanimously on a show of hands as an Ordinary Resolution.
3. Resolution numbered 2 contained in the notice of meeting was proposed by the Chairman and seconded by Mr Spooner and passed unanimously on a show of hands as an Ordinary Resolution.
4. There being no other business the meeting then concluded.

.....
CHAIRMAN

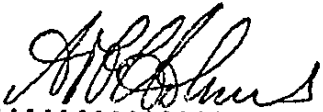


13 - 07 - 97

CONSENT TO SHORT NOTICE

We, the undersigned, being all the members of QUESTER CAPITAL MANAGEMENT LIMITED hereby consent to the holding of an EXTRAORDINARY GENERAL MEETING of the Company on the 30th June 1997 in accordance with the notice attached and the passing thereat of the Resolutions set out in such notice, notwithstanding that less notice than that otherwise required by law or by the Articles of Association of the Company has been given.

DATED: 30th June 1997



.....
for and on behalf of
QUESTER SERVICES LIMITED

QUESTER CAPITAL MANAGEMENT LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 4.15 pm on Monday 30th June 1997 at 2 Queen Anne's Gate Buildings, Dartmouth Street, London SW1H 9BP for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions:-

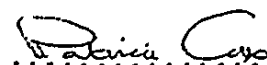
1. That the authorised share capital of the Company be increased from £7,500 to £15,500 by the creation of 8,000 Ordinary Shares of £1 each in the capital of the Company.
2. For the purposes of Section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said Section):-
 - i. the Directors be and they are hereby generally and unconditionally authorised to allot up to 8,000 Ordinary Shares of £1 each in the capital of the Company to such persons at such times and on such terms as they think proper during the period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 29th July 2002;
 - ii. the Company be and it is hereby authorised to make prior to the expiry of the said period any offer or agreement which might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of any authority given by this Resolution; and
 - iii. the authority hereby conferred shall be in substitution for any previous authority conferred upon the Directors by virtue of a resolution passed by the shareholders of the Company prior to the date of the adoption of this resolution.

Dated: 30th June 1997

Registered Office:

2 Queen Anne's Gate Buildings
Dartmouth Street
London SW1H 9BP

BY ORDER OF THE BOARD


Patricia Cox, Secretary