

Private and Confidential

Company No.3375967

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

MAINLINE SAFETY LIMITED



Pursuant to Regulation 53 of Table A contained in the schedule to the Companies (Tables A to F) Regulations 1985, as incorporated in Company's Articles of Association

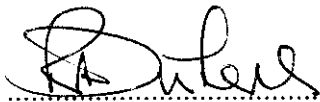
Made on 2nd October, 2000

We, the undersigned Members of the above named Company being all the Members who are at the date hereof would be entitled to attend and vote at a General Meeting of the Company hereby agree and resolve as follows:-

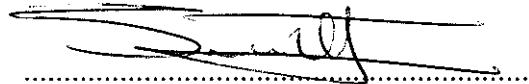
SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be hereby increased from to £134,285 to £203,606 by the creation of 69,321 additional Ordinary Shares of £1.00 each in the capital of the Company ranking pari passu in all respects with the existing Shares in the capital of the Company.
2. That, subject to the passing of Resolution number 1 set out above:-
 - (1) the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Company's Act 1985 (the Act) and in substitution for their existing power to allot relevant securities as defined in the Act to exercise all powers of the Company to allot relevant securities to an aggregate nominal amount of £70,035 for a period of 5 years from the date of the passing of this resolution, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted at the expiry of such period;

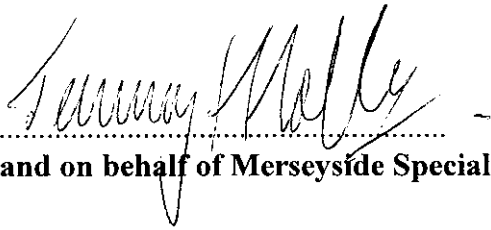
- (2) words and expressions defined in or for the purposes of part V of the Act shall bear the same meaning in this resolution.
3. That:-
- (1) the Directors be and they are hereby in power pursuant to Section 95 of the Act, and the substitution for their existing power to allot equity securities as defined in the Act to allot equity securities pursuant to the authority given in accordance with Section 80 of the Act by the said resolution number 2 as if 89 (1) of the Act did not apply to such allotment;
- (2) all authorities previously conferred upon Section 80 and 95 of the Act or under the corresponding provisions of any former Act be and they are hereby revoked provided that such revocation shall not have retrospect of effect;
- (3) words expressions to find in or for the purpose of part 4 of the Act shall bear the same meaning in this resolution.
4. That, 65,000 Ordinary Shares of £1.00 each in the capital of the Company be and they are hereby reclassified as 65,000 Preference Shares of £1.00 each (the "Preference Shares") and 4,321 Ordinary Shares of £1.00 each in the capital of the Company be and they are hereby reclassified as 4,321 'A' Ordinary Shares of £1.00 each (the "'A' Ordinary Shares") each having the rights attached thereto as set out in the Articles of Association to be adopted in accordance with Resolution number 7 set out below.
5. That the loan by Merseyside Special Investment Mezzanine Fund Limited ("MSIMF") of £60,000 with an option to subscribe for such number of 'A' Ordinary Shares of £1.00 each in the capital of the Company as represents 2.75% of the issued share capital of the Company as at the date of the exercise of the Option (as defined in the Loan Facility Agreement) on the terms set out in the loan facility Agreement (the "Loan Facility Agreement") to be made between the Company (1), MSIMF (2) and the Directors (as defined therein) (3) be and is hereby approved generally.
6. That, the Memorandum of Association of the Company be and is hereby amended by the deletion of Clause 5 thereof and the substitution therefore of the following words:-
- "5. The Company's share capital is £203,606 divided into 8,606 'A' Ordinary Shares of £1.00 each, 10,000 Ordinary Shares of £1.00 each and 185,000 Preference Shares of £1.00 each".***
7. That, the Articles of Association contained in the printed document produced to the Meeting marked 'B' and for the purpose of identification signed by the Chairman thereof be and the same are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.



Robert Dickens



Sarah Thompson



For and on behalf of Merseyside Special Investment Venture Fund