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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEAUJO (347) LIMITED

(Registered in England No: 3411690)

WRITTEN RESOLUTION OF HOLDERS OF ORDINARY SHARES

We, being all the holders of all the issued ordinary shares having the right to vote at any general meeting, hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) (to the intent that the following resolutions shall be as effectual as if passed as special resolutions (as indicated) at a general meeting duly convened and held) as follows:

1. That the authorised share capital be and hereby is increased from £10,000 to £800,000 by the creation of 775,000 ordinary shares of £1 each and 15,000 4.2% Cumulative Preference Shares of £1 each with the rights attaching thereto as set out in the articles of association proposed to be adopted pursuant to resolution 5 below.
2. The directors be and hereby are authorised to allot relevant securities (which expression shall in this resolution be construed in accordance with section 80 of the Companies Act 1985) up to a maximum of £800,000 in aggregate nominal value to the intent that this authority shall expire five years following the date on which this resolution is passed but may be previously revoked or varied by the company in general meeting and may be renewed by the company in general meeting for a further period not exceeding five years, and the company be and



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hereby is authorised to make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired with full power to the directors to allot relevant securities in pursuance of any such offer or agreement.

3. Upon their recommendation, the directors be and hereby are authorised to allot equity securities (which expression shall in this resolution be construed in accordance with section 94 of the Companies Act 1985) pursuant to the authority conferred by the immediately preceding resolution as if section 89(1) of the Companies Act 1985 did not apply thereto, to the intent that this authority shall expire five years following the date on which this resolution is passed but may be previously revoked or varied by the company in general meeting and may be renewed by the company in general meeting for a further period not exceeding five years, and the company be and hereby is authorised to make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this power has expired with full power to the directors to allot equity securities in pursuance of any such offer or agreement.
4. The objects clause numbered 3 in the print of the memorandum of association attached to this resolution be and hereby is adopted as the objects clause of the company in substitution for the existing objects clause.
5. The articles of association attached to this resolution be and hereby are adopted as the articles of association of the company in substitution for the existing articles of association.

Dated: 1st December 1997

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for and on behalf of
Philsec Limited