

24-AUG '98(MON) 11:01

ADDLESHAM BOOTH & CO

FAX 0161 8320483

P 011

COPY

Company No. 357327.

THE COMPANIES ACTS 1985-1989

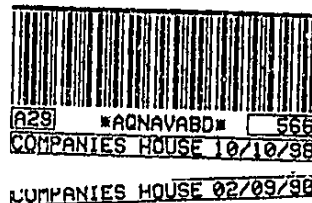
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INHOCO 788 LIMITED

DATED: 24 August 1998



WE, the undersigned, being all the members of the above-named Company entitled to receive notice of and to attend and vote at a general meeting of the Company in respect of the resolutions set out below do hereby agree to and make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held:

Special Resolution

THAT:

- (a) the authorised share capital of the Company be increased to £12,000 by the creation of 1,110,000 ordinary shares of 1 penny each ranking pari passu with the existing ordinary shares of 1 penny each;
- (b) the directors be and are hereby authorised to allot relevant securities (as defined in the Companies Act 1985) up to a maximum amount in nominal value equal to the

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