

AEGIS DEFENCE SERVICES LIMITED

WRITTEN RESOLUTIONS OF THE MEMBERS OF

THE ABOVE-NAMED COMPANY

PURSUANT TO ARTICLE 7.3 OF

THE ARTICLES OF ASSOCIATION OF THE COMPANY

DATED 18th NOVEMBER 2003

SPECIAL RESOLUTIONS:

IT IS HEREBY RESOLVED that:

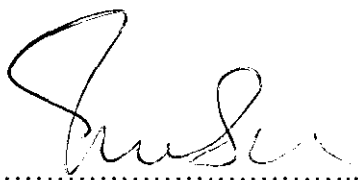


1. each of the 100 Ordinary Shares of £1 each issued in the share capital of the Company and registered in the names of:
 - (a) Timothy Spicer as to 50 Ordinary Shares of £1 each;
 - (b) J Day Group Limited as to 20 Ordinary Shares of £1 each;
 - (c) Mark Bullough as to 20 Ordinary Shares of £1 each; and
 - (d) Dominic Armstrong as to 10 Ordinary Shares of £1 each

be subdivided into 100 Ordinary Shares of 1 pence each so as to create an authorised and issued share capital of £100 divided into 10,000 Ordinary Shares of 1 pence each.

2. the authorised share capital of the Company be increased from £100 to £150 by the creation of 5,000 new Ordinary Shares of 1 pence each to rank pari passu in all respects with the existing Ordinary Shares of 1 pence each in the share capital of the Company.
3. pursuant to section 80 of the Companies Act 1985 ("the Act") the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £137.34 provided that this authority shall expire on the day proceeding the fifth anniversary of the passing of this resolution, save that this authority shall extend to any offer or agreement which the Company may make before such expiry which could or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

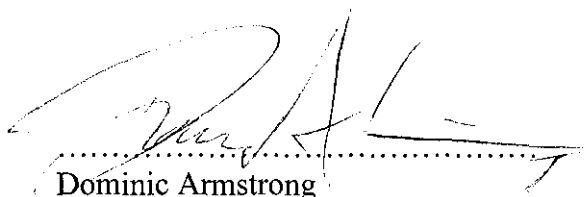
4. the Directors of the Company be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 as defined for the purposes of section 95 of the Act) for cash pursuant to the authority conferred by the previous resolution as if section 89(1) of the Act did not apply to any such allotment.



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Timothy Spicer



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Mark Bullough



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Dominic Armstrong



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Director for and on behalf of
J Day Group Limited