

Company No.881079

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

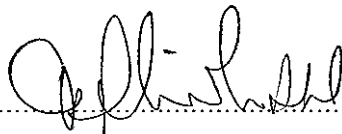
WRITTEN RESOLUTIONS

of

HILLESOG (UNITED KINGDOM) LIMITED

The following written resolutions were passed pursuant to Article 53 of Table A 1985 (which forms part of the Articles of Association of the Company), resolutions 1 and 2 as Ordinary Resolutions, on 17 December 1998:

1. THAT the authorised share capital of the Company be increased from £1000 to £100,002 by the creation of a further 99,002 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of the Company.
2. THAT:
 - (a) the directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum aggregate nominal amount of £100,000 to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) during the period expiring at the end of five years from the date of the passing of this resolution; and
 - (b) the Company may at any time prior to the expiration of such authority make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after such expiration and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



.....
~~Director/Secretary~~

