



INSTRON

INSTRON INTERNATIONAL LIMITED

Coronation Road, High Wycombe, Buckinghamshire HP12 3SY, England

Company No: 1379417

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF INSTRON INTERNATIONAL LIMITED

Passed 29th September 1999

The following resolution was duly passed as a Special Resolution at an Extraordinary General Meeting of the Company held on 29th September 1999:

SPECIAL RESOLUTION

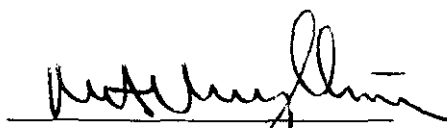
THAT:



The Memorandum of Association of the Company be amended by adding the following new sub-paragraph 3(12) and renumbering the subsequent sub-paragraphs accordingly:

- "(12) To enter into any guarantee, bond, contract of indemnity or suretyship and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any money secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a parent undertaking or subsidiary, or subsidiary of any parent undertaking of the Company, or controlled by the same persons who control the Company or otherwise an affiliated company of, or associated with, the Company in business."

DATED: 29th September 1999


Duly Authorised Officer