

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

We certify that this  
is a true copy of  
an extract of  
a written resolution  
passed on 4.10.00

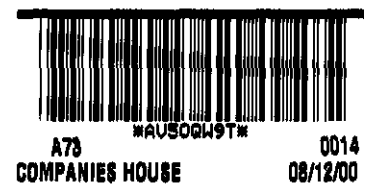
M.P.M.S. LIMITED

(a company registered in England no. 01585284)

WRITTEN RESOLUTION

OF

MEMBERS



We, being all the holders of all the issued shares having the right to vote at any general meeting, hereby resolve pursuant to section 381A of the Companies Act 1985 as follows:

RESOLUTIONS

- 1 That the objects of the Company be amended by the deletion of the existing clause 3(n) in the memorandum of association of the Company and the substitution therefor of the following:

"(n)(i) Either with or without the Company receiving any consideration or advantage, direct or indirect from the giving of any such guarantee and so as to be an independent object of the Company to guarantee or otherwise secure the performance of the obligations including but not limited to the payment of capital or principal, together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever of any person, firm or company including but not limited to any company which is

for the time being the holding company or subsidiary (as defined by section 736 of the Companies Act 1985) of the Company or the Company's holding company or otherwise associated with the Company in business or any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens or any other security interest upon all or any other property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others;

(n)(ii) Subject to the provisions of the Companies Act 1985, to give, directly or indirectly, financial assistance of any kind (including but not limited to financial assistance within the meaning of section 152(1) of the Companies Act 1985) for the purpose of the acquisition of shares in the Company or any company which is for the time being the Company's holding company (as defined in section 736 of the Companies Act 1985) or for the purpose of reducing or discharging any liability incurred by any person for the acquisition of shares in the Company or of shares in any company which may from time to time be the Company's holding company (as so defined)."

- 2 That Article 3 of the Company's Articles of Association be and hereby is amended by the renumbering of the existing Article as Article 3.1 and the insertion of the following new Article 3.2:

"3.2 Regulation 10 of Part 1 of Table A shall not apply to the Company."

- 3 That the giving of financial assistance (within the meaning of section 152 of the Companies Act 1985) (the Act) by the Company to Bennett-Mahler Limited for the purpose of the acquisition by Bennett-Mahler Limited of all of the issued share capital of the Company, taking the form and having the principal terms described in the statutory declaration in form 155(6)a of today's date (a copy of which has

been supplied to each member of the Company together with the auditors report required to be annexed to it by section 156(4) of the Act) in the form required by section 155(6) of the Act and complying with section 156 of the Act be and hereby is approved for the purpose of section 155(4) of the Act.

Dated: 4 October 2000

Sallie G. Mahler

Sallie Mahler

K. Manners

Keith Manners

Morris Palmer

Morris Palmer

R. Street

Roger Street

B. Mansfield

Barbara Mansfield