

No: 2145693

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

HILLS PRECISION COMPONENTS LIMITED

Passed 19th February 1999



AT an extraordinary general meeting of the above-named Company duly convened and held on 19th February 1999 the following resolutions were duly passed as elective and special resolutions of the Company pursuant to section 379A of the Companies Act 1985 (as amended):

ELECTIVE RESOLUTIONS

1. THAT in accordance with the provisions of section 252 of the Companies Act 1985 (as amended) the Company does hereby elect to dispense with the laying of accounts and reports before the Company in general meeting in respect of the current financial year of the Company and subsequent financial years (as defined in section 223 of the said Act);
2. THAT in accordance with the provisions of section 366(A) of the Companies Act 1985 (as amended) the Company does hereby elect to dispense with the holding of its twelfth annual general meeting and subsequent annual general meetings;
3. THAT in accordance with the provisions of section 386 of the Companies Act 1985 (as amended) the Company does hereby elect to dispense with the obligation to appoint auditors annually;
4. THAT in accordance with section 80(A) of the Companies Act 1985 (as amended) the Company does hereby grant to the Directors general and unconditional authority and power to allot relevant securities within the meaning of section 80 of the said Act up to the whole of the unissued authorised share capital of the Company at the date hereof consisting of _____

8,000,000 shares of £1 each and hereby elects that such authority is given for an indefinite period;

5. THAT in accordance with the provisions of sections 369(4) and 378(3) of the Companies Act 1985 (as amended) the Company does hereby elect that the majority required to authorise the holding of general meetings or class meetings of members upon short notice be reduced to a majority together holding not less than ninety (90) per cent. in nominal value of the shares giving a right to attend and vote at the relevant meeting.

SPECIAL RESOLUTION

6. THAT the Articles of Association set out in print attached hereto and for the purposes of identification marked "A" are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Secretary/Director

Murphy

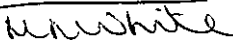
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5. THAT in accordance with the provisions of sections 369(4) and 378(3) of the Companies Act 1985 (as amended) the Company does hereby elect that the majority required to authorise the holding of general meetings or class meetings of members upon short notice be reduced to a majority together holding not less than ninety (90) per cent. in nominal value of the shares giving a right to attend and vote at the relevant meeting.

SPECIAL RESOLUTION

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