

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS
of
AVO INTERNATIONAL HOLDINGS LIMITED

In accordance with regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) (as incorporated into the Company's articles of association), we, being the sole member of the Company who would, at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, pass the following resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be and is hereby increased from £10,000,000, divided into 10,000,000 ordinary shares of £1.00 each, to £36,000,000, divided into 36,000,000 ordinary shares of £1.00 each, by the creation of 26,000,000 ordinary shares of £1.00 each, ranking in all respects pari passu with the existing 10,000,000 ordinary shares of £1.00 each.
2. **THAT**, pursuant to section 80 of the Companies Act 1985 (the "Act"), the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £26,000,000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Dated 28th April 2000



For and on behalf of
AVO Instruments International BV

