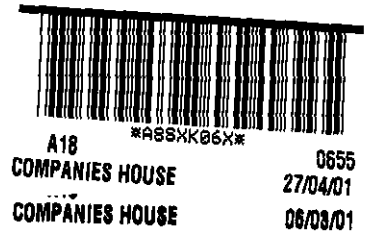


SCHEDULE 2

WRITTEN RESOLUTION



COMPANY NUMBER : 2584802

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES


WRITTEN RESOLUTION OF THE MEMBERS OF REVISECATCH LIMITED
APPROVING UNCONDITIONAL PURCHASE CONTRACT FOR AN OFF-MARKET
PURCHASE OF OWN SHARES

IT IS HEREBY RESOLVED that the draft of an agreement annexed hereto, expressed to be made between (1) THE COMPANY and (2) PELICAN SECRETARIES LIMITED and READS TRUSTEES LIMITED and providing for the purchase by the Company of 94 Ordinary Shares of 1p in the equity share capital of the Company held by them at the aggregate price of three hundred and seventy-six thousand pounds (£376,000), be approved and that :

1. The director be authorised and requested to procure the Company to enter into a contract in the terms of the draft agreement, and to complete the said contract on or before 9 April 1996 and
2. the shares which the Company shall have power to issue in place of the shares to be purchased by virtue of Section 160 (5) of the Companies Act 1985 shall be 94 Ordinary Shares of 1p each to rank pari passu with all existing ordinary shares in the equity share capital of the Company.

Dated: 9 April 1996


.....
J. PELICAN SECRETARIES LIMITED


.....
J. READS TRUSTEES LIMITED