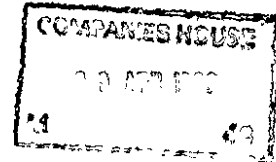


THE COMPANIES ACTS 1985 TO 1989
ARMOUR POST LIMITED
(*FORGELY OAST SYSTEMS LIMITED*)
(Company Number 2661751)



SPECIAL RESOLUTION

We the undersigned, York Place Company Nominees Limited and York Place Company Secretaries Limited, being all the members for the time being of the above-named company, hereby pass the following resolution as a special resolution and agree that this resolution shall, in accordance with Article 53 of Table A (which is incorporated in the articles of association of the company), be for all purposes as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

IT IS RESOLVED:

That the memorandum of association of the company be altered by deleting clause 3 and by substituting therefor the new sub-clause in the document attached hereto.

Dated...4...3.92...

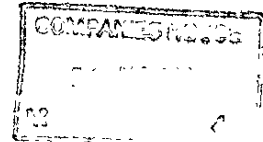

.....
(Authorised signatory of York Place Company Nominees Limited)


.....
(Authorised signatory of York Place Company Secretaries Limited)

JIM LOWE & CO.
10 RILCROFT ICE,
COSFORTH
NEWCASTLE UPON TYNE
091 212 0772

THE COMPANIES ACTS 1985 TO 1989
ARMOUR POST LIMITED
(FORMERLY OAST SYSTEMS LIMITED)

(Company Number 2661751)



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IT IS RESOLVED:

That the articles of association of the company be altered by deleting all the existing articles and by substituting therefor the new articles contained in the document attached hereto.

Dated February 19th 1991

.....
(Authorised signatory of York Place Company Nominees Limited)

.....
(Authorised signatory of York Place Company Secretaries Limited)

JIM LOWE & CO.
10 RECTORY TLE,
GOSFORTH
NEWCASTLE UPON TYNE
091 213 0772