

COMPANIES ACT 1985 AND 1989

WRITTEN RESOLUTIONS

of

THE CROYDEX COMPANY LIMITED


(Company No. 3116584)

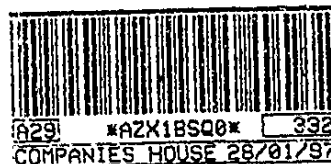
**Pursuant to Article 1 of the Company's
Articles of Association (Article 53 Table A)**

We, the undersigned, being the sole corporate member of the above-named Company for the time being entitled to attend and vote at general meetings hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

RESOLUTIONS

1. That the authorised share capital of the Company be increased beyond the sum of £100 with which it was incorporated by a further £900 divided into 900 Ordinary Shares of £1, so that the authorised share capital is £1000 divided into 1000 Ordinary Shares of £1 each.
2. That pursuant to and in accordance with Section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise for the period of five years from the date when this Resolution is passed all the powers of the Company to allot relevant securities to an aggregate nominal amount equal to the authorised but unissued share capital of the Company (as augmented by Resolution 1 above).

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>No. of Shares</u>
10 November 1996	 signed for and on behalf of Lionheart plc by a duly authorised officer	Lionheart plc	2 £1 Ordinary Shares



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RESOLUTIONS

1. That the authorised share capital of the Company be increased beyond the sum of £1,000 with which it was incorporated by a further £3,999,000 divided into 3,999,000 Ordinary Shares of £1, so that the authorised share capital is £4,000,000 divided into 4,000,000 Ordinary Shares of £1 each.
2. That pursuant to and in accordance with Section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise for the period of five years from the date when this Resolution is passed all the powers of the Company to allot relevant securities to an aggregate nominal amount equal to the authorised but unissued share capital of the Company (as augmented by Resolution 1 above).


Date

Signature

Name of
Shareholder

No. of Shares

11.11.96


signed for and on behalf
of Lionheart plc by a duly
authorised officer

Lionheart plc

2 £1 Ordinary Shares



*Certified as a true
copy of the original
Garnett & Co*