

Company No. 3413843

The Companies Act 1985

Company Limited by Shares

Written Resolution

of

SISU CAPITAL LIMITED

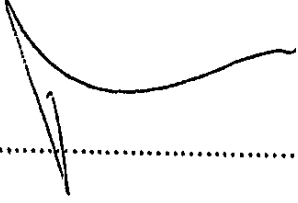


We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of, attend and vote at General Meetings of the Company hereby unanimously resolve as set out below and hereby agree that such Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

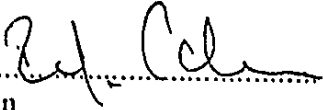
Ordinary Resolution:

- (1) THAT the authorised share capital of the Company be and the same is hereby increased from £1,000 to £1,000,000 by the creation of 249,000 new Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares and 750,000 new Redeemable Shares of £1 each having the rights set out in the Articles of Association as amended by Resolution 3 below.
- (2) THAT:
 - (A) For the purposes of section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £999,000 in addition to the existing authority in Regulation 4(A) of the Articles of Association of the Company, such authority to expire five years from the date of this Resolution but to be capable of previous revocation or variation from time to time by the Company in General Meeting and of renewal from time to time by the Company in General Meeting for a further period not exceeding five years; and
 - (B) the Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.

- (3) THAT the draft Regulations contained in the printed document annexed hereto and initialled for the purposes of identification only be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.



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JV Seppala



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DJ Coleman

Date: 28 February 1988