

McCORMICK & COMPANY LTD.

Company Number 107754

Written Record of Decisions of the Sole Member of the Company taken pursuant to Section 382B (I) of the Companies Act 1985.

ELECTIVE RESOLUTION

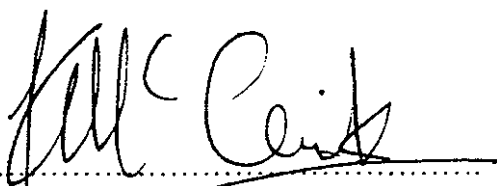
That the provisions of Section 80(A) of the Companies Act 1985 shall apply, in place of Section 80(4) and (5) of the said Act, in relation to the giving or renewal, after the passing of this Resolution, of an authority under the said Section 80

ORDINARY RESOLUTION

That the directors are generally and conditionally authorised pursuant to Section 80(A) of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the said Act) up to an aggregate nominal amount of the authorised share capital of the Company from time to time at any time or times and upon such terms as they think fit and until otherwise revoked or varied by the Company in general meeting.

SPECIAL RESOLUTION

That the provisions of Article 2(b) of the Articles of Association shall not apply to the proposed allotment of 5,333 ordinary shares of £1 each to Kevin McCormick and 1,333 ordinary shares of £1 each to Raymond Morrison provided that such allotment is made within one month of the date hereof.



Kevin McCormick

Date: 29th June 1998



IAM