

Company No: 3130667

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

CONNAUGHT SPECIALIST CONTRACTS LIMITED

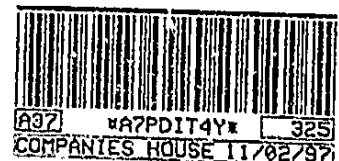
Written resolutions of the sole member of the Company passed pursuant to Regulation 53 of Table A as incorporated into the Company's Articles of Association.

We the undersigned being the sole member of the Company for the time being hereby resolve as follows:-

ORDINARY RESOLUTION

1 THAT:

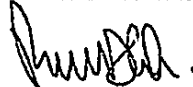
- (a) the authorised share capital of the Company be increased from £100 to £200 by the creation of 100 additional Ordinary Shares of £1 each;
- (b) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £199 for a period of 1 day from the date of the passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;
- (c) all previous authorities given by the Company in General Meeting pursuant to section 80 of the Act be and they are hereby revoked provided that such revocation shall not have retrospective effect where such authority has been exercised; and



- (d) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this Resolution.

SPECIAL RESOLUTION

- 2 THAT the Company's existing Articles of Association be replaced by the adoption of New Articles of Association in the form attached.



31 JANUARY 1997.

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Director
For and on behalf of
Connaught Group Limited