

Registration No. 3273552

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

COTTAM DEVELOPMENT CENTRE LIMITED

At an Extraordinary General Meeting of the above company held on 18 July 1997 the following resolutions were passed:

1. ORDINARY RESOLUTION

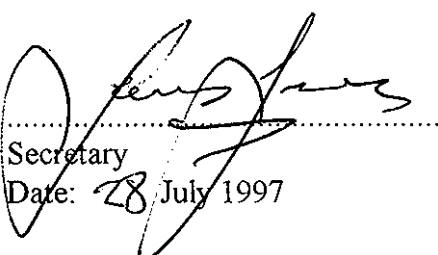
THAT the Authorised share capital of the Company be increased to £10,000,000 by the creation of 9,998,000 Ordinary shares of £1 each to rank pari passu with the existing shares.

2. ORDINARY RESOLUTION

THAT the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the 'Act') to exercise all powers of the Company to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of £9,998,000 at any time or times during the period expiring at the end of five (5) years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require such relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired. This authority may at any time be removed, revoked or varied by ordinary resolution in general meeting, subject to Section 80 of the Act.

3. SPECIAL RESOLUTION

THAT the directors be and they are hereby authorised to allot equity securities (within the meaning of section 94 of the act) for cash in accordance with the provisions of section 95 of the Act as if section 89(1) of the Act did not apply to such allotment, at any time or times during the period expiring at the end of five (5) years from the date on which this resolution is passed and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.


Secretary
Date: 28 July 1997

