

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

RESOLUTIONS

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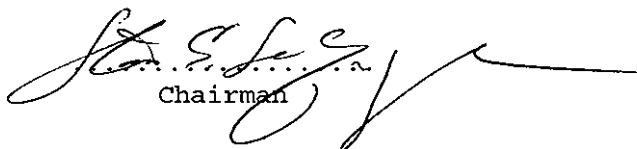
ACTRON GROUP LIMITED

(the "Company")

At an Extraordinary General Meeting of the Company held at 10 Wolf Drive, PO Box 188, Thorofare, New Jersey, 09086, USA on 26 April 1996 the following resolutions were passed, the resolutions numbered 1 and 2 being passed as Ordinary Resolutions and the resolution numbered 3 being passed as a Special Resolution.

RESOLUTION

1. that the authorised share capital of the Company be and is hereby increased from £10,000,000 to £10,000,000 by the creation of an additional 40,000,000 Ordinary Shares of £1 each.
2. that in accordance with Section 80 of the Companies Act 1985, the directors of the Company be and are hereby generally and unconditionally authorised to issue the whole of the authorised share capital of the Company such authority to expire on the fifth anniversary of the date hereof.
3. that in accordance with Section 95(1) of the Companies Act 1985 the directors be and are hereby given power to allot equity securities (as defined in Section 95 (2) of that Act) pursuant to the authority conferred by the resolution numbered 2 above as if Section 89 (1) of that Act did not apply to such allotment, such power to expire on the fifth anniversary of the date of this resolution.


Chairman