

COMPANY NO.4093919

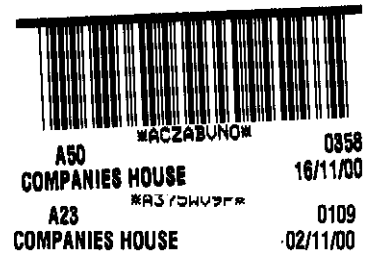
LIMCO SEVENTY ONE LIMITED

The Companies Act 1985

Written Resolutions of

LIMCO SEVENTY ONE LIMITED

Dated 31ST October 2000.



I the undersigned, being the member for the time being of the Company entitled to receive notice of and attend and vote at a General Meeting in respect of the Resolutions set out below **HEREBY PASS** the following Resolutions pursuant to the Articles of Association of the Company, Section 381A(6) of the Companies Act 1985 and all other powers in that behalf:

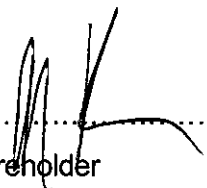
ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be hereby increased from £100.00 to £10,000,000.00 by the creation of £9,999,900 new ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company and that the Articles of Association be amended to reflect this increase in the authorised share capital of the Company..
2. That the Directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to exercise any power of the Company to allot and dispose of or grant options over relevant securities (as defined in the said section) of the Company up to a maximum nominal amount of £10,000,000.00 to such persons at such times and upon such terms and conditions as they may determine (subject to the Articles of Association of the Company) provided that the authority hereby given shall expire on 31st October 2005.

SPECIAL RESOLUTIONS

3. That by virtue of section 95(1) of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised until 31st October 2005 to allot relevant securities pursuant to any authority conferred upon them under section 80 of the Companies Act 1985 as if section 89(1) of that Act did not apply.

4. That all ordinary shares issued and allotted prior to the date hereof be authorised and approved at that the company secretary be authorised to issue share certificates in respect thereof.


.....
Shareholder

N.B. A copy of the above resolutions has been given to the Auditors of the Company prior to the date hereof

NOTE

A member who would be entitled to attend and vote at a General Meeting of the Company and consider the above Resolution(s) if one were being called may consent in writing to the passing of the above Resolution(s) or may appoint a proxy to vote instead of him. A proxy need not be a member of the Company.