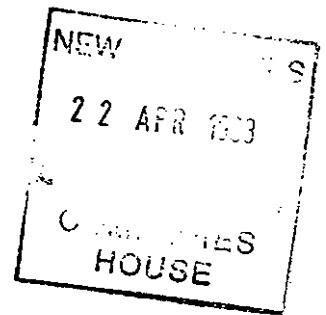


SD CW 22/4/98

Company Number: 3474829



THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

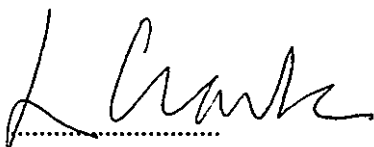
WRITTEN RESOLUTION OF

KELOAK LIMITED
(the "Company")

Pursuant to section 381A of the Companies Act 1985 (the "Act") the following written resolution of the Company has been signed by the sole member of the Company entitled to attend and vote on it if it had been proposed as a special resolution of the Company at a general meeting of the Company and accordingly is as effectual as if it had been passed as a special resolution of the Company at a general meeting of the Company duly convened and held.

WRITTEN RESOLUTION

- 1 THAT the authorised share capital be increased to £80,000 divided into 80,000 ordinary shares of £1 each.
- 2 THAT the Articles of Association in the form attached hereto and marked 'A' for the purposes of identification be and are hereby adopted to the exclusion of and in substitution for all existing articles of association of the Company.
- 3 THAT the name of the Company be changed to Terra Plana International Limited.


Lancelot Pease Clark

Date: 8 April 1998



Boo Barclays