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Company Number 00339806

BIERRUM HOLDINGS LIMITED

("the Company")

At an Extraordinary General Meeting of the Company held at Bierrum House, 105-111 High Street, Houghton Regis, Dunstable, Bedfordshire LU5 5BJ on Thursday 6 September 2001 at 4pm the following resolutions were duly passed by the Company as special resolutions::

SPECIAL RESOLUTIONS

Re-designation of "A" ordinary shares as ordinary shares

1. That all the 193,500 "A" ordinary shares of £1 each in the capital of the Company whether issued or unissued be hereby re-designated on a one for one basis as 193,500 ordinary shares of £1 each in the capital of the Company having the rights as set out in the articles of association of the Company;

Increase in authorised capital

2. That above resolution 1, the authorised share capital of the Company be hereby increased from £303,500 to £488,000 by the creation of 184,500 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company;

Amendment of articles of association

3. That resolutions 1 and 2 above, the articles of association of the Company be hereby amended as follows:

- (a) by the deletion of article 3 and the addition of a new article 3 in substitution therefor as follows:

"3. Share capital

The share capital of the Company is £488,000 divided into 488,000 ordinary shares of £1 each in the capital of the Company."

- (b) by the deletion of article 4 and the renumbering of subsequent articles accordingly.

Authority to allot shares

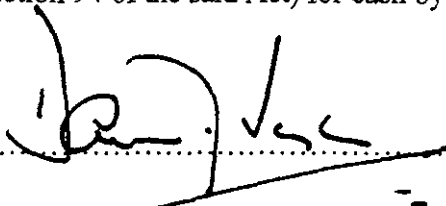
4. That 1 and 2 above, the directors be generally and unc



to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for, or to convert securities into, shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority given by this resolution shall expire 5 years after the date of the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares, or grant any such rights, or convert any such securities under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority;

Disapplication of pre-emption rights

5. That resolution 4 above, sub-sections 89(1) and 90(1) to (6) inclusive of the Companies Act 1985 and any rights of pre-emption (however expressed) contained in the articles of association of the Company shall not apply to any allotment pursuant to the authority conferred by the previous resolution 2 above of equity securities (within the meaning of section 94 of the said Act) for cash by the Company.



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CHAIRMAN