

CERTIFIED A TRUE COPY
Clifford Chance 23/14/97

Company No. 00335512

THE COMPANIES ACTS 1929, 1948, 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTIONS IN WRITING

of

KANGOL LIMITED

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WE, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Section 381A of the Companies Act 1985, AS FOLLOWS:

1. THAT the memorandum of association of the Company be altered by the adoption of a new clause 3(k) as set out below, in substitution for existing clause 3(k):

"(k) To sell, lease, exchange, let on hire and dispose of any real or personal property and the whole or part of the undertaking of the Company, for such consideration as the directors think fit, including, without limitation, for shares, debentures or other securities, whether fully or partly paid up, of any person, whether or not having objects (altogether or in part) similar to those of the Company. To hold any shares, debentures and other securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over, turn to account and otherwise deal with all or any part of the property and rights of the Company."

2. THAT new articles of association in the form annexed to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

These written resolutions take effect as special resolutions.

Signed:

Date:

9/7/97

For and on behalf of The Marmon Group Limited.