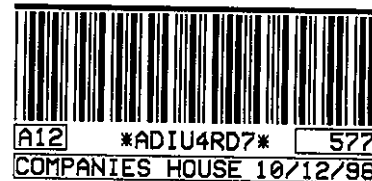


Company No. 1838819

SK-1  
N/C



**B TICKLE & SONS LIMITED**  
**WRITTEN MEMBERS' RESOLUTION**  
**PURSUANT TO**  
**S.381A COMPANIES ACT 1985**

**PURSUANT TO** Section 381A Companies Act 1985 we, the undersigned, being all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company **HEREBY AGREE AND CONFIRM** that the following resolutions shall for all purposes have effect as if they had been passed (in the case of resolutions numbered 1 and 2) as ordinary resolutions and (in the case of resolution numbered 3) as a special resolution at a general meeting of the Company duly convened and held. Accordingly **WE HEREBY RESOLVE:-**

- 1 **THAT** the authorised share capital of the Company shall be and is hereby increased from £100,000 to £144,000 by the creation of 44,000 Ordinary Shares of £1.00 each in the capital of the Company, such Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares of £1.00 each in the capital of the Company.
  
- 2 **THAT** the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in Section 80 of the Act) to such persons on such terms and in such manner as they think proper up to the authorised share capital of the Company at any time during the period expiring at the end of five years from the date of the passing of this Resolution.
  
- 3 **THAT** pursuant to and in accordance with Section 95(1) of the Companies Act 1985 ("the Act") the Directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 94(2) of the Act) pursuant to the general authority conferred upon them pursuant to Section 80 of the Act as if Section 89(1) of the Act does not apply to any such allotment.

*Adam E Tickle*  
.....

**ADAM ELLIOT TICKLE**

*Trevor Johnson*  
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**TREVOR JOHNSON** as attorney for  
and on behalf of **SKANCO NOMINEES LIMITED**

**Dated:** 31st October 1996

**Dated:** 31st October 1996