

Company No.

168 5977

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ALIGN-RITE LIMITED

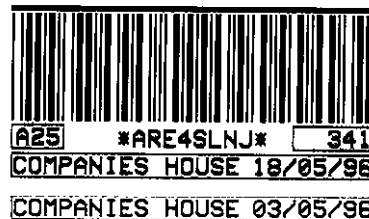
(passed 25th March 1996)

We, the undersigned, being the holder of the whole of the issued share capital giving a right to attend and vote at a General Meeting of the Company hereby pursuant to Regulation 53 in Table A of the Companies Act 1985 which is incorporated in the Articles of Association of the Company pass the following resolutions as resolutions of the Company and declare that the same shall be as valid and effective as if they had been passed at a General Meeting of the Company duly convened and held:-

- 1 THAT the Articles of Association of the Company shall be amended by the deletion of Articles 2(A)(vi) and 2(A)(x) and their replacement with the following new Articles 2(A)(vi) and 2(A)(x):-

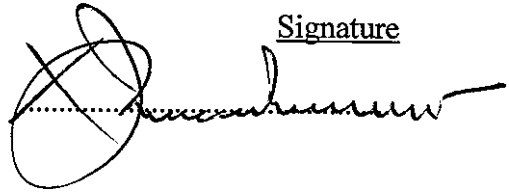
2(A)(vi) Subject to the provisions of the Acts the Redeemable Preference Shares shall be redeemed on 26th March 1996 and any shares not redeemed on such date shall be redeemed forthwith upon redemption becoming permissible under the Acts.

2(A)(x) The Company shall pay on each of the Redeemable Preference Shares so redeemed the sum of £0.681 (being in aggregate £544,851) for the 800,000 Redeemable Preference Shares and shall not be liable to pay any further sums in respect of dividends or any arrears or accruals of dividends thereon.
- 2 THAT the authorised share capital of the Company be increased from £2,210,000 to £2,755,000 by the creation of an additional 545,000 Ordinary Shares of £1.00 each.



- 3 THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal value of £545,000 in substitution for any authority previously conferred upon them save to the extent that the same may already have been exercised PROVIDED that this authority shall expire on the date five years after the passing of this Resolution, save that the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired.

Signature

A handwritten signature in black ink, appearing to be 'James MacDonald/Petar Katurich', written over a dotted horizontal line.

Signed by James MacDonald/Petar Katurich
for and on behalf of Align-Rite Limited

Dated: 25th March 1996