

K & S (267) LIMITED

THE COMPANIES ACTS 1985 AND 1989

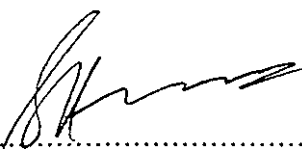
REGISTERED NUMBER: 3175988

K & S DIRECTORS LIMITED and K & S SECRETARIES LIMITED being all the members of the Company hereby pass the following Ordinary Resolutions as Written Resolutions pursuant to Regulation 53 of Table A as prescribed by the Companies (Table A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) being embodied in the Articles of Association of the Company

WRITTEN RESOLUTIONS

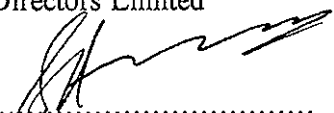
1. That the authorised capital of the Company be increased from £100 to £1,000 by the creation of 900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the Company
2. That the proposed acquisition by the Company of the entire issued share capital of W S Industrial Designs Limited in consideration of either the allotment of shares in the Company or cash be approved for the purposes of s320 Companies Act 1985
3. That the Directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to a total issued share capital of the Company of £1,000 at any time during the period of five years from the date hereof

Signed:



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for and on behalf of
K & S Directors Limited

7 May 1996



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for and on behalf of
K & S Secretaries Limited

7 May 1996

