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**THE COMPANIES ACT 1985 and 1989
RESOLUTIONS IN WRITING**

OF

LOCKSTOCK (WALSALL) LIMITED

Passed on the *27th* day of September 1996

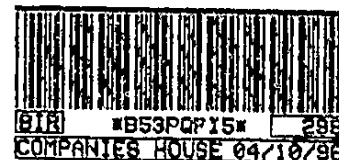
I, being the only member of the Company entitled to attend and vote at a General Meeting of the Company for the purposes of Section 381A(1) Companies Act 1985 **HEREBY RESOLVE and AGREE** that resolutions numbered 1 and 2 shall take effect as Ordinary Resolutions and resolution numbered 3 shall take effect as a Special Resolution:-

ORDINARY RESOLUTIONS

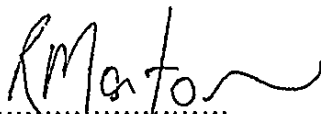
- (1) That the authorised share capital of the company be increased to £46,098 by the creation of 16,098 new ordinary shares at £1 each to rank pari passu in all respects with the existing ordinary shares at £1 each in the capital of the Company.
- (2) That the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 Companies Act 1985 to allot, grant options over or otherwise deal with relevant securities (as defined by that Section) up to a maximum nominal amount of £46,098 provided that this authority should expire 5 years from the date of passing this resolution save that the Company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry; and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTION

- (3) That the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined by Section 94(2) of the Companies Act 1985) pursuant to the authority referred to in resolution number (2) above as if Section 89(1) of the Companies Act did not apply to such an allotment.



09 - 10 - 96


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R I MORTON

dated the 2th day of September 1996

No: 2265100

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

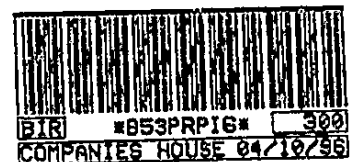
LOCKSTOCK (WALSALL) LIMITED

Pursuant to a resolution in writing passed on the 27th day of September 1996 the following Resolutions were duly passed as Ordinary and Special Resolutions:-

ORDINARY RESOLUTIONS

- (1) That the authorised share capital of the company be increased to £46,098 by the creation of 16,098 new ordinary shares at £1 each to rank pari passu in all respects with the existing ordinary shares at £1 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 Companies Act 1985 to allot, grant options over or otherwise deal with relevant securities (as defined by that Section) up to a maximum nominal amount of £46,098 provided that this authority should expire 5 years from the date of passing this resolution save that the Company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry; and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

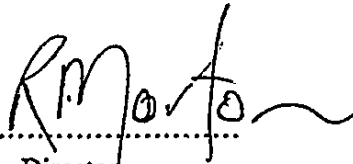
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SPECIAL RESOLUTION

- (3) That the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined by Section 94(2) of the Companies Act 1985) pursuant to the authority referred to in resolution number (2) above as if Section 89(1) of the Companies Act did not apply to such an allotment.

DATED 27th September 1996


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Director