

GEORGE WORRALL ENGINEERING LIMITED

Company Number: [01577699]

At the meeting duly convened and held on short notice at the offices of Messrs. Varley Hibbs & Co, Solicitors, 16 Hamilton Terrace, Leamington Spa, Warwickshire on the 6th day of January 1998 the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

Amendment to Memorandum of Association

1. That the Memorandum of Association be amended by the insertion of a new Clause 3(T);

"(T) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and so as to be an independent object of the Company and in particular by mortgages and charges upon the undertaking and all or any of the real and personal property and assets (present and future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit) of Debentures, Debenture Stock or other obligations or securities of any description and whether with or without the Company receiving any consideration, and so as to be an independent object of the Company, to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal and dividends, interest and premiums of any person, firm or Company including (without prejudice to the generality of the foregoing) any Company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding Company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding Company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or other bankers to guarantee all or any of the obligations of the Company."

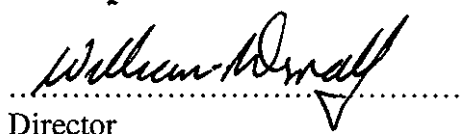
Giving of Financial Assistance

2. That the giving of financial assistance by the Company to Cromalt Limited in relation to the acquisition by Cromalt Limited of the entire issued share capital of the Company (such assistance taking the form of:
 - (i) the execution by the Company of a Facility Letter relating to an overdraft facility of £25,000 to be provided by Midland Bank plc to the Company;



- (ii) the execution by the Company of a Deed of Unlimited Guarantee in favour of Midland Bank plc pursuant to which the Company guarantees the obligations of Cromalt Limited towards Midland Bank plc from time to time;
- (iii) the execution by the Company of a Debenture in favour of Midland Bank plc securing the Company's obligations towards Midland Bank plc pursuant to the terms of the Facility Letter and the Guarantee;
- (iv) the execution by the Company of a Companies Invoice Sale and Purchase Agreement (undisclosed) pursuant to which the Company is to sell, and Alex Lawrie Receivables Financing Limited is to buy, the Company's present and future book debts on the terms therein set out;
- (v) the execution by the Company of the Standard Terms and Conditions of Alex Lawrie Receivables Financing Limited governing the future trading relationship between the Company and Alex Lawrie Receivables Financing Limited insofar as the same relates to the treatment of the Company's book debts and the proceeds thereof;
- (vi) the execution by the Company of a Memorandum and Charge in favour of Alex Lawrie Receivables Financing Limited pursuant to which the Company secures its obligations under the Companies Invoice Sale and Purchase Agreement (undisclosed) by way of charge over its present and future book debts and present and future proceeds of sale of the aforementioned book debts;
- (vii) the execution by the Company of a Loan Agreement proposed to be entered into between (1) the Company and (2) Cromalt Limited pursuant to which the Company agrees to make an unsecured interest free loan of £[76,305] to Cromalt Limited to enable the latter to acquire the entire issued share capital of the Company;
- (viii) the execution by the Company of a Bonus Agreement proposed to be entered into between (1) the Company and (2) Mr. William Worrall pursuant to which the Company agrees to pay a bonus to Mr. Worrall on the terms therein set out;

be and hereby is approved.


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Director

Dated: 6th January 1998

Registered Office: 8 Collins Road, Heathcote Industrial Estate, Heathcote Lane, Warwick,
CV34 6TF