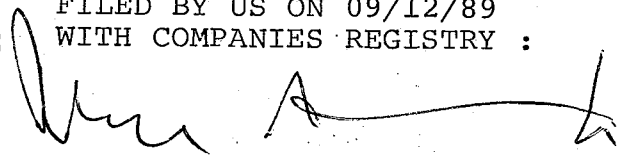


Company Registration Nr. 70092.

CERTIFIED TRUE COPY OF
THE ORDINARY RESOLUTION
FILED BY US ON 09/12/89
WITH COMPANIES REGISTRY :

THE COMPANIES ORDINANCE
(CHAPTER 32)



DHUN SUKHESWALLA & COMPANY,
Certified Public Accountants,
Hong Kong : 22/12/1989.

ORDINARY RESOLUTION

OF

HBZ FINANCE LIMITED

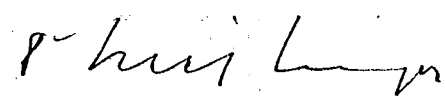
3333
HBZ
YOUR RECEIPT
R.G.'S DEPARTMENT
COMPANIES
REGISTRY
H K
04 \$30,000
CHEQUE \$30,000
09-12-89 86983
F 5555

Passed on Monday, the 27th day of November, 1989.

At an Extraordinary meeting of the members of the above-named Company duly convened and held on Monday, the 27th day of November, 1989, the following resolution was duly passed as an Ordinary Resolution, namely :

"THAT the Authorised Share Capital of the Company be increased to TWENTYFIVE MILLION DOLLARS, Hong Kong Currency (HK\$25,000,000.00) by the creation of FIFTY THOUSAND (50,000) shares of ONE HUNDRED DOLLARS, Hong Kong Currency (HK\$100.00) each, such new shares to rank pari passu in all respects with the existing shares in the capital of the Company."

Certified true copy :



(DR.) ERICH SEEGER,

Chairman of the Meeting.

This 6th day of December, 1989.