

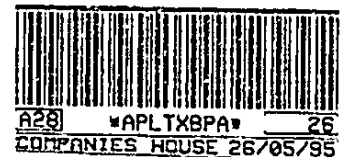
COMPANY NUMBER: 79136

CONFORMED COPY

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
TURNPYKE GROUP plc

At an Annual General Meeting of the above named Company duly convened and held at The Great Eastern Hotel, London, EC2 on 12th August 1994 at 12 noon, the following resolution was passed as a Special Resolution:-

1. "That the directors of the Company be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities for cash pursuant to the general authority conferred upon them under paragraph 1(b) of the Ordinary Resolution passed at the Extraordinary General Meeting of the Company on 7 October 1993 as if Section 89(1) of the Act did not apply to any such allotment and so that the power conferred by this paragraph shall enable the company to make any offer or agreement before the expiry of the period of authority which would or might require equity securities to be allotted after the expiry of such period and so that notwithstanding such expiry the directors may allot equity securities pursuant to any such offer or agreement previously made by the company as if the power conferred hereby and had not expired PROVIDE, however, that the power shall be limited:
 - (i) to the allotment of equity securities in connection with or pursuant to any arrangements whereby the holders of shares at a record date adopted for the purposes of the arrangement are entitled to acquire shares of the Company issued for cash pursuant to such arrangement, in the proportion (as nearly as may be) to such holders' holdings of shares (or, as appropriate, to the numbers of such shares which such holders are for the purpose deemed to hold) subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements, statutory restrictions or legal or practical problems under or resulting from the apparent application of the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory; and



(ii) to the allotment (otherwise than pursuant to paragraph (i) above) of equity securities up to an aggregate nominal value of £45,946 being approximately 5 per cent of the nominal value of the issued ordinary share capital of the Company as it will be following conversion of the loan in full and subscription for the warrants in full and shall expire at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution except to the extent that the same is renewed or extended on or before that date."

Erie C. C. C.
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CHAIRMAN