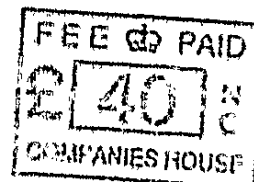


No. 122207



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

JANTAR PLC

Passed 16th October 1989

At an Extraordinary General Meeting of the Company duly convened and held on the 16th October 1989, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. THAT:-

- (a) the acquisition of the whole of the issued share capital of Transequip (London) Limited pursuant to an agreement dated 22nd September 1989 between AIM Aviation Limited (1) and the Company (2) ("the Agreement"), a copy of which, initialed by the Chairman for the purpose of identification, has been produced to the Meeting, be and is hereby approved and that the Directors be and are hereby authorised to allot and issue to AIM Aviation Limited such number of ordinary shares of 12.5p each, credited as fully paid up, in the Company as it becomes entitled to pursuant to the Agreement and to do whatever they consider necessary in connection with or for the purpose of completing the proposed acquisition;
- (b) the authorised share capital of the Company be increased from £1,000,000 divided into 8,000,000 ordinary shares of 12.5p each to £1,375,000 by the creation of 3,000,000 New Ordinary Shares of 12.5p each, which will, when issued, rank pari passu in all respects both inter se and with the existing ordinary shares of 12.5p each in the Company;
- (c) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £673,750 provided that this authority shall expire on the date of the next Annual General Meeting after the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or Agreement as if the authority conferred hereby had not expired; and

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- (d) the Directors be and are hereby authorised to allot 1,100,000 ordinary shares of 12.5p each in the Company at 100p per share to ANZ McCaughan Merchant Bank Limited or its nominees for cash;
- (e) the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by Resolution 1(c) above as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited;
  - (i) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to interests of all shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them ;
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £50,687.50.

and shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution save that the Company may before such expiry make an offer or Agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or Agreement as if the power conferred hereby had not expired.

- 2. That the name of the Company be changed from "Jantar PLC" to "Cargo Control plc".

.....

Chairman

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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 122207

I hereby certify that

JANTAR PLC

having by special resolution changed its name,  
is now incorporated under the name of

CARGO CONTROL plc

Given under my hand at the Companies Registration Office,  
Cardiff the 20 OCTOBER 1989

*F. A. Joseph.*

F. A. JOSEPH

an authorised officer