

Company No. 153088

CERTIFIED A TRUE AND
ACCURATE COPY OF THE
SPECIAL RESOLUTIONS PASSED
BY THE COMPANY ON
3rd MAY, 1990.

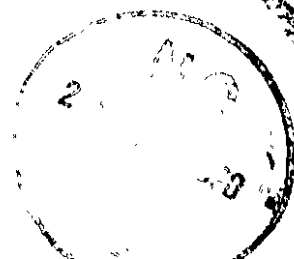
h.b. Baker ASHANT MORRIS CRISP
SOLICITORS.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
AMERCOEUR ENERGY PLC
SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the Company held at Durrants Hotel, 26-32 George Street, London W1H 6BJ on Thursday, 3rd May 1990 the following resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT:
 - (1) the acquisition by the Company, or by any wholly-owned subsidiary of the Company, of Horace Small Manufacturing Company ("Horace Small") on the terms and subject to the conditions set out in an agreement (the "Acquisition Agreement") dated as of 17th January 1990 and made between Horace Small (1), Doug Small (2), the Company (3) and MIM Limited (4) (a copy of which marked "A" has been produced to the Meeting and signed by the Chairman for the purpose of identification) including the Non-Competition Agreement, the Stock Option Term Sheet, the Bonus Pool Agreement and the Employment Agreement referred to therein and the related subscription for ordinary shares of 5p each in the capital of the Company ("the Subscription") as the same are described in a Circular to shareholders of the Company dated 10th April 1990 ("the Circular") be and it is hereby approved subject to such alteration, amendment and modification as the Directors of the Company (or a committee thereof) may from time to time agree;



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- (2) (a) 2,500 of the authorised but unissued Ordinary Shares of 0.1p each in the capital of the Company be consolidated and converted into 25 ordinary shares of 10p each;
- (b) the 25 unissued ordinary shares of 10p each and 25 of the unissued ordinary shares of 0.1p each in the capital of the Company be issued to Consolidated Venture Trust plc at an aggregate subscription price of £2.53, the Directors being hereby authorised and empowered pursuant to Section 80 and Section 95(5) of the Companies Act 1985 so to do immediately upon the passing of this Resolution but no later than the date upon which this Resolution is passed;
- (c) forthwith upon the issue of ordinary shares of 10p each and ordinary shares of 0.1p each pursuant to sub-paragraph (b) of paragraph (2) of this Resolution all of the then issued ordinary shares of 10p each in the capital of the Company be consolidated in such manner so that every 50 of the said issued ordinary shares shall constitute one ordinary share of £5 upon which the sum of £5 shall be credited as having been paid;
- (d) forthwith upon the issue of ordinary shares of 10p each and ordinary shares of 0.1p each pursuant to sub-paragraph (b) of paragraph (2) of this Resolution all of the then unissued and all of the then issued ordinary shares of 0.1p each in the capital of the Company be consolidated in such manner so that every 50 of the said ordinary shares not in issue shall constitute one unissued ordinary share of 5p and every 50 of the said ordinary shares in issue shall constitute one ordinary share of 5p upon which the sum of 5p shall be credited as having been paid;
- (e) forthwith upon the issue of ordinary shares of 10p each and ordinary shares of 0.1p each pursuant to sub-paragraph (b) of paragraph (2) of this Resolution the Articles of Association of the Company be altered by deleting Article 5 of the

Articles of Association of the Company and substituting therefor the following:

- "5. For the purposes of these Articles all the Ordinary Shares of £5 each and all the Ordinary Shares of 5p each shall as regards voting, dividends and return of capital (on a liquidation or otherwise) rank pari passu and the respective entitlements of the holders of such Ordinary Shares shall in respect of Ordinary Shares of £5.00 each be in proportion to the capital paid up or credited as paid up thereon and in respect of the Ordinary Shares of 5p each be in proportion to one hundred times the amount of the capital paid up or credited as paid up thereon.";
- (f) in connection with the consolidation of shares pursuant to sub-paragraphs (c) and (d) above the Board of Directors of the Company shall utilise the powers conferred by Article 18 of the Articles of Association of the Company to sell the shares incorporating fractions of a share, to which any members would become entitled as a result, on behalf of those members, provided that notwithstanding the terms thereof, where the net proceeds of sale otherwise distributable to any member would be or are less than 50p these shall be retained for the benefit of the Company.
- (3) the authorised share capital of the Company be increased from £2,800,000 to £4,203,769.95 by the creation of 28,075,399 ordinary shares of 5p each;
- (4) (a) the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) pursuant to the Rights Issue (as

defined in the Circular) and the Subscription up to an aggregate nominal amount of £1,518,781.15 provided that this authority shall expire on 31st December 1990;

- (b) the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 90(4) of the Act) pursuant to the Rights Issue and the Subscription pursuant to the authority given in accordance with Section 80 of the Act in sub-paragraph (a) of this paragraph (4) of this Resolution as if Section 89(1) did not apply to any such allotment; and
- (5) the Stock Option Plan (a draft of which marked "B" has been produced to the Meeting and for the purpose of identification signed by the Chairman thereof) be and is hereby approved and adopted and the Directors be and they are hereby authorised to make such amendments thereto (if any) and to do all acts and things and to execute and deliver all deeds and documents (if any) as they shall consider necessary or desirable in order to carry the same into effect.
- 2. THAT, subject to and conditional upon the passing of Resolution No.1 above and such Resolution becoming unconditional in all respects and in addition to the authorities contained in such Resolution:
 - (a) pursuant to Section 80 of the Companies Act 1985, the Directors be and they are hereby, generally and unconditionally, authorised to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of that Section) up to a maximum aggregate nominal amount of £535,000, provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on 2nd May 1995 save that the Company may before such expiry make an offer or agreement which would or 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 this authority had not expired;

- (b) pursuant to Section 95 of the Companies Act 1985, the Directors be and they are hereby empowered to allot equity securities (within the meaning of Section 94(2) of the Companies Act 1985) in the capital of the Company pursuant to the authority conferred by paragraph (a) above as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited:
- (1) to the allotment of equity securities in connection with a rights issue. For the purpose of this paragraph "rights issue" means an offer of securities to ordinary shareholders on the Company's Register of Members on a date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares held by them on such date or any issue in favour of ordinary shareholders on the Company's Register of Members on a date fixed by the Directors where the equity securities attributable to the interests of ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them on such date (but subject in either case to such exclusions or other arrangements, which may include the offer of such equity securities to the holders of any shares or securities of the Company whose rights entitle such holders to receive the same as the Directors may deem necessary or expedient in relation to such shares or securities, fractional, or directions from any holders of ordinary shares to deal in some other manner with their respective entitlements, or legal or practical problems arising in any overseas territory, or by virtue of shares being represented by depositary receipts, or the requirements of any regulatory body or stock exchange);

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- (ii) to the allotment of equity securities pursuant to the terms of any stock option plan or share option scheme or other plan for employees and/or executive or non-executive directors approved by the Company in General Meeting;
- (iii) to the allotment of equity securities pursuant to the issue of equity securities for cash in order to provide a cash alternative in accordance with Section 430(4) of the Companies Act 1985 following the service of a notice by the Company under Section 429 of the Companies Act 1985; and
- (iv) the allotment (otherwise than pursuant to sub-paragraphs (i), (ii) and (iii) above) of equity securities up to a maximum aggregate nominal amount of £77,900;

and shall expire on the earlier of 3rd August 1991 or the conclusion of the next Annual General Meeting of the Company, 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 an offer or agreement as if the power conferred hereby had not expired; and

- (c) the powers conferred by this Resolution shall operate in substitution for and to the exclusion of any previous authority for the Directors to allot relevant securities or equity securities which remains unexercised other than the authorisations contained in Resolution No.1 above and except that any such authority shall continue to subsist until the date on which it would otherwise have expired so far as is necessary to enable the Company to comply with any offer or agreement involving the allotment of relevant securities or equity securities made prior to the passing of this Resolution.

3. THAT the name of the company be changed to United Uniform Services PLC;
4. THAT:
 - (a) the Memorandum of Association of the Company be amended by the insertion of the following new sub-paragraphs (A)(i) and (ii) of Clause 4 and the renumbering of the existing sub-paragraphs 4(a) and (b) accordingly:
 - (A) (i) To acquire and hold controlling and other interests in the share or loan capital of any company or corporate body or companies or corporate bodies or acquire and hold any interests in any partnership or other entity and in particular, but without prejudice to the generality of the foregoing companies, corporate bodies, partnerships or entities engaged in the business of manufacturing, assembling, and distributing, buying, selling and dealing in work-wear including in particular without prejudice to the generality of the foregoing and any other item of clothing or accessory or other things capable of being used or worn with such work-wear, public safety equipment and computer systems and software;
 - (ii) To construct, acquire or take on lease factories, warehouses, showrooms, shops, retail centres and all other premises that are requisite for the above purposes and to purchase or rent any interest in land for such purposes;"
 - (b) the Articles of Association of the Company be amended by the deletion of certain words and articles, and the substitution therefor of certain words and articles respectively, and by the insertion of certain articles and paragraphs, as indicated on the document marked "C", produced to the Meeting and for the purpose of identification signed by the Chairman

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thereof (such document being a copy of the Articles of Association of the Company, as amended).

5. THAT, subject to the issue of the New Ordinary Shares pursuant to the Rights Issue and the Subscription (as such terms are defined in a Circular to shareholders of the Company dated 10th April 1990 accompanying the notice of this Meeting):

- (a) the amount standing to the credit of the share premium account of the Company following the issue of such New Ordinary Shares be reduced by £20 million;
- (b) subject to the passing of the Extraordinary Resolution contained in the Notice of Separate General Meeting of the holders of the ordinary shares of 10p dated 10th April 1990 each in the capital of the Company the capital of the Company be reduced by the sum of £1,953,769.95 and that such reduction of capital be effected by cancelling paid up capital to the extent of £4.95 on each of the 394,701 issued ordinary shares of £5 each in the capital (such shares having arisen on consolidation of the Ordinary Shares of 10p each pursuant to the passing of Resolution No.1 contained in the Notice of Extraordinary General Meeting of the Company dated 10th April 1990) of the Company and reducing the nominal value of each of such ordinary shares from £5 to 5p; and
- (c) forthwith and conditionally upon the aforesaid reduction of share capital taking effect, the Articles of Association of the Company be altered by the deletion of Article 5 thereof and the substitution of the following:-

"The capital of the Company at the date of adoption of this Article is £2,250,000 divided into 45,000,000 ordinary shares of 5p each."

.....Mark Vaughan Lee.....
DIRECTOR

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 153088

I hereby certify that

AMERCOEUR ENERGY PLC

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

UNITED UNIFORM SERVICES PLC

Given under my hand at the Companies Registration Office,
Cardiff the 23 MAY 1990

F. A. Joseph

F. A. JOSEPH

an authorised officer