

Company No. 359696

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

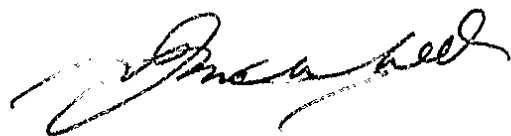
CENTRAL GARAGE (SURREY) LIMITED

At an Extraordinary General Meeting of the Company held at Charters House, Charters Road, Sunningdale, on 20th January 1992, the following RESOLUTION was passed as a Special Resolution:

RESOLUTION

1. THAT the Objects clause contained in the Memorandum of Association of the Company be altered by the deletion of sub-clause of Clause 3 (2) thereof and the substitution therefor of the following sub-clause:-

"To make advances to any company, firm or person with or without security, and upon such terms as the Company may approve, and either with or without the Company receiving any consideration or advantage, direct or indirect, to give all kinds of guarantees and indemnities and in particular (but without limitation) to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985 (or as defined in any statutory modification or re-enactment thereof) or a subsidiary, as defined by the said section, of the Company or of the Company's holding company or any subsidiary undertaking of the Company or the Company's holding company, or otherwise associated with the Company in business and either with or without the Company receiving any consideration or advantage, direct or indirect, to create debentures, mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantees or indemnities or otherwise, either with or without the Company receiving any consideration or advantage, direct or indirect."



Company Secretary

