

No. 390328

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

ELECTIVE RESOLUTION
and
ORDINARY RESOLUTIONS

of

CHASEMAN SECURITY LIMITED

Passed 25th March 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House 15 Carshalton Road Sutton Surrey on 25th March 1991 the following Resolutions were duly passed: -

Ordinary Resolution

That the authorised share capital of the Company be and it is hereby increased from £5,000 to £100,000 by the creation of 95,000 ordinary shares of £1. each ranking pari passu with the existing ordinary shares of the Company

Special Resolutions

That the 2,500 Deferred Shares of £1. each be and they are hereby converted into 2,500 ordinary shares of £1. each ranking pari passu with the ordinary shares of the Company

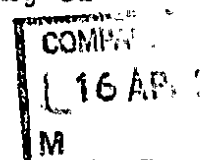
That in accordance with Section 252 of the Companies Act 1985 the Company shall be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act

Elective Resolution:

That with effect from the date of passing this Elective Resolution

(1) the Company elects that the provisions of Section 80A of the Companies Act 1985 shall apply to the Company

(2) the Company elects in accordance with Section 366A of the Companies Act 1985, to dispense with the holding of



annual general meetings;

(3) the Company elects, in accordance with Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meetings;

Ordinary Resolution

That the Directors are hereby unconditionally authorized for the purpose of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to the amount of the unissued share capital of the Company at the date hereof and that this authority is given for an indefinite period

Special Resolution

That, in substitution for the existing Articles of Association of the Company, the revised Articles of Association produced to the Meeting and, for the purposes of identification, signed by the Chairman, be and they are hereby adopted as the Articles of Association of the Company.



CHAIRMAN

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