

Company Number: 508854

The Companies Act 1985

C O M P A N Y L I M I T E D B Y S H A R E S

RESOLUTIONS

-of-

G.W & R SHELTON LIMITED

Passed on 6th July 1990

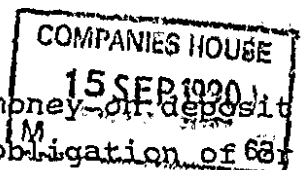
AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Cobb's Lane, Wollaston on 6th July 1990 the following Resolutions were duly passed as SPECIAL and ORDINARY RESOLUTIONS

SPECIAL RESOLUTION

1. Delete the existing sub-clauses 3(6) and (20) in the Company's Memorandum and substitute the following in its place.

"(6) To do all or any of the following:

- (i) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of the Company binding on the Company in such manner as may be thought fit and in particular but without limitation by personal covenant or by mortgage, charge, standard security, lien



set-off or other security upon all or any part of the undertaking property assets rights and reserves present and future and the uncalled capital of the Company, or by the creation and/or issue at par or at a premium or discount and with or without consideration and with such rights, powers and privileges and on such other terms (including without limitation as permanent, redeemable or repayable), as may be thought fit of debentures or debenture stock, or securities of any other description or by any one or more of such methods or by any other means; and

- (ii) To lend and advance money or give credit or to provide financial accommodation on any terms and with or without interest or security to any person firm or company (whether or not any such person, firm or company has objects or engages or is intending to engage in business similar to those of the Company) including without limitation any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Act) of the Company or of the Company's holding company or which is otherwise associated in any way with the Company; and
- (iii) To enter into guarantees contracts of indemnity and suretyships of all kinds and to guarantee grant indemnities in respect of or otherwise support or secure, whether by personal covenant or by mortgage charge standard security lien or other security upon all or any part of the undertaking property assets rights and revenues present and future and uncalled capital of the Company or by creation and/or issue at par or at a premium or discount, and with or without consideration and with such rights, powers and privileges and/or such other terms (including without limitation as permanent, redeemable or repayable) as may be thought fit, of debentures or debenture stock or securities of any other description or by any one or more of such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever

(including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company (whether or not any such person firm or company has objects or engages or is intending to engage in business similar to those of the Company) including without limitation any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Act) of the Company or of the Company's holding company or which is otherwise associated in any way with the Company; and

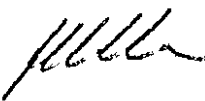
- (iv) Collaterally or further to secure any securities of the Company by a trust deed or other assurance.

And to pursue the objects set out in this sub-clause 3(6) whether or not the Company receives directly or indirectly any consideration benefit or advantage therefrom".

and in addition sub-clauses (21) to (25) both inclusive shall be renumbered (20) to (24) and in addition it shall be added at the end of clause 3 that:

"Except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified or the powers thereby conferred."

DATED 6th July 1990



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Chairman