

ANGLIA CIRCUITS (HOLDINGS) LIMITED
(Company No.948086)

I, hereby certify the copy written resolution set out below to be a true copy of a written resolution passed on 11th October 1994.

Signed... *N. B. Kember*
N. B. Kember
(Director)

Date: 9th March 1995

We the undersigned being all of the members of the company having the right to vote at general meetings signify our assent to the passing of the resolution set out below under the provisions of article 1 of the company's articles of association, specifically Regulation 53 of Table A set out in the Schedule to the Companies (Tables A to F) regulations 1985, to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held.

Resolution

That the present articles of association of the company, (as adopted by Special Resolution passed on 7th March 1990) be altered as follows:

By inserting in the place of Regulation 12 the following regulation:

TRANSFER OF SHARES

12. (a) The Directors shall, subject to paragraph (c) of this Regulation register the transfer or, as the case may be, the transmission of any shares:

- (i) to a member of the family of a Member or deceased Member;
- (ii) to any person or persons acting in the capacity of trustee or trustees of a trust created by a Member (by deed or by will) or, upon any trustees of the trust so created, to the new trustee or trustees (so that any such transfer as aforesaid shall be registered pursuant to this paragraph only if such shares are to be held upon the terms of the trust) provided that there are no persons beneficially interested under the trust other than the Member and members of his family and the voting rights conferred by any such shares are not exercisable by or subject to the consent of any person other than the trustee or trustees of the trust or the Member or members of his family and also



the Directors are satisfied that the trust is and is intended to remain a trust the sole purpose of which is to benefit the Member or members of his family;

(iii) by the trustee or trustees of a trust to which sub-paragraph (ii) above applies to any person beneficially interested under the trust being the Member or a member of his family;

(iv) to the legal personal representatives of a deceased Member where under the provisions of his will or the laws as to intestacy the persons beneficially entitled to any such shares, whether immediately or contingently, are members of the family of the deceased Member and by the legal personal representatives of a deceased Member to a Member or members of the family of the deceased Member;

(v) to any other Member of the company.

(b) For the purpose of this Regulation:

(i) the word "Member" shall not include a person who holds shares only in the capacity of trustee, legal personal representative or trustee in bankruptcy but shall include a former Member in any case where the person concerned ceased to be a Member as a result of the creation of the relevant trust; and

(ii) the words "a member of the family of a Member" shall mean the husband, wife, widow, widower, child and remoter issue (including a child by adoption), parent (including adoptive parent), brother and sister (whether of the full or half blood and including a brother or sister related by adoption), and child and remoter issue of any such brother or sister (including a child by adoption) of the Member.

(c) Notwithstanding the provisions of paragraph (a) above the Directors may decline to register any transfer or transmission:

(i) of a share on which the Company has a lien;

(ii) of a share (not being a fully paid share) to a person of whom they shall not approve.

(d) The Directors shall refuse to register the transfer or transmission of any share (whether or not it is fully paid) unless such a transfer or transmission is made pursuant to paragraph (a) above.

Signed..Nigel B. Kember..... Nigel Barrington Kember	Dated 3rd October	1994
Signed..Audrey Kember Audrey Kember	Dated 3rd October	1994
Signed.S. Kember..... Sarah Anne Kember	Dated 11th October	1994
Signed.Richard Kember..... Peter Richard Kember	Dated 6th October	1994
Signed.M. Kember..... Matthew William Kember	Dated 3rd October	1994