

Company No. 1285055

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

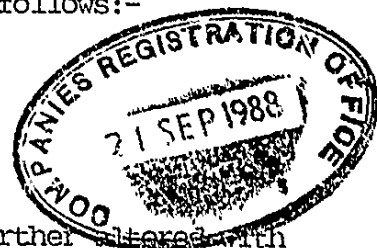
DARBY GROUP LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the Company held at 6-8 Sunningdale Road, Scunthorpe, South Humberside on the 16th day of September 1988 the following Resolution was passed as an Special Resolution.

SPECIAL RESOLUTION

THAT:-

- (a) the name of the Company be changed to DARBY GROUP Plc;
- (b) pursuant to Section 43(1)(a) of the Companies Act 1985 the Company be re-registered as a public company;
- (c) pursuant to Section 43(2)(a) and (b) of the said Act the Memorandum of Association of the Company be altered by the deletion of Clause 1 thereof, the re-numbering of existing clauses 2, 3, 4 and 5 as 3, 4, 5 and 6 and the insertion of new clauses 1 and 2 as follows:-
 - "1. The Company's name is DARBY GROUP Plc
 2. The Company is to be a public company."
- (d) The Memorandum of Association of the Company be further altered with respect to its objects by the deletion of Clauses 3(a)(i) and 3(a)(ii) and the insertion of a new Clause 4(a) as follows:-



"4(a) To carry on business as dealers and manufacturers in glass of all descriptions, windows, patio doors, metal, wood or aluminium surrounds for such products prefabricating and installers of such products, importers and exporters of such products and generally to deal in any products ancillary thereto."

- (e) pursuant to Section 43(2)(c) of the said Act new Articles of Association of the Company in form of the draft annexed hereto and initialled by the Chairman for the purpose of identification be adopted in substitution for and to the exclusion of the existing Articles of Association.

..... *M. J. Darby*
CHAIRMAN