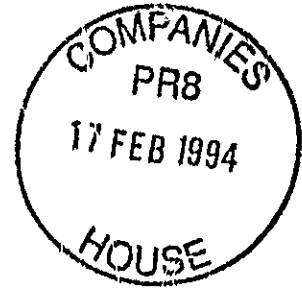


No. of Company 1628589



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE & SPECIAL RESOLUTIONS

OF

FAF LEASING LIMITED

Passed the 4 day of February 1994

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at Lombard House, 3 Princess Way, Redhill, Surrey, RH1 1NP on Friday, 4 February 1994 the following resolutions were duly passed as Elective and Special Resolutions:

Elective Resolutions


THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and subsequent financial years.

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of an Annual General Meeting in 1994 and subsequent years.

Special Resolution

THAT the regulations contained in the document marked "A" and signed by the Chairman of the Board of Directors for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.


J C Barnes
Secretary