

No. 1836038

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION


-of-

SENS-AIR LIMITED

We, the undersigned, being all the members of the Company, hereby pass the following resolution as a written resolution having effect as a Special Resolution in accordance with section 381A Companies Act 1985:-

That the proposed contract for the purchase by the Company of all the "A" shares of £1 each in the Company owned by Raymond John Hudson and Judy Patricia Hudson (a copy of which is annexed hereto for the purposes of identification) be and is hereby approved, and that Mr. C. H. Kiddle be authorised to sign the same on behalf of the Company.



.....
Charles Henry Kiddle


.....
Diane Kiddle

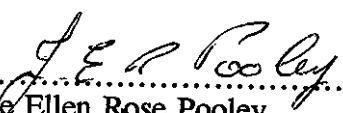
Date 26 October 1995

Date 26 October 1995




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John Edward Pooley

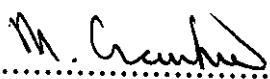
Date 26 October 1995


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Joyce Ellen Rose Pooley


Date 26 October 1995


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Raymond Anthony Cranford

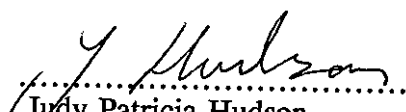
Date 26 October 1995


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Marilyn Cranford

Date 26 October 1995


.....
Raymond John Hudson

Date 26 October 1995


.....
Judy Patricia Hudson

Date 26 October 1995

We, the Company's auditors, hereby notify the Company in accordance with section 381B Companies Act 1985 that in our opinion the above resolution does not concern us as auditors.

.....
Martin, Fahy & Co

Date

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John Edward Pooley

Date

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Joyce Ellen Rose Pooley

Date

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Raymond Anthony Cranford

Date

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Marilyn Cranford

Date


.....
Raymond John Hudson

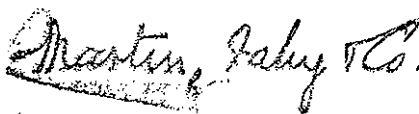
Date

.....
Judy Patricia Hudson

Date

We, the Company's auditors, hereby notify the Company in accordance with section 381B Companies Act 1985 that in our opinion the above resolution does not concern us as auditors.


.....
Martin, Fahy & Co



Date

20/10/95

DATED

1995

RAYMOND JOHN HUDSON and JUDY PATRICIA HUDSON

-and-

SENS-AIR LIMITED

AGREEMENT
purchase of own shares

Hepherd Winstanley & Pugh
22, Kings Park Road
SOUTHAMPTON
Hampshire
SO15 2UF

Ref: 48/KID001/1

THIS AGREEMENT is made on

1995

B E T W E E N:-

- (1) **RAYMOND JOHN HUDSON** of 53, Mountview, Henley-on-Thames, Oxfordshire RG9 2EJ ("Mr Hudson") and **JUDY PATRICIA HUDSON** of 64, Almswood, Tadley, Basingstoke, Hampshire RG26 6QE ("Mrs Hudson")
- (2) **SENS-AIR LIMITED** whose registered office is at High Beeches, Swaineshill, Alton, Hampshire GU34 4DP ("the Company")

WHEREAS

- (1) Mr Hudson and Mrs Hudson (jointly referred to as "the Vendors") have agreed to sell and the Company has agreed to purchase the Shares (as hereinafter defined) on the terms and for the consideration set out in this Agreement.
- (2) The terms of this Agreement have been authorised by a Special Resolution of the Company in accordance with section 164 of the Companies Act 1985 and such authority has been neither varied or revoked.

IT IS AGREED as follows:-

1 **INTERPRETATION**

In this Agreement and the Schedule hereto "the Shares" means 50 "A" shares of £1 each of the Company.

2 **SALE AND PURCHASE**

Each of the Vendors shall sell the Shares set against his or her respective name in the Schedule as beneficial owners and the Company shall purchase such Shares, free from all liens, charges and encumbrances and with all rights attaching to them, with effect from the date of this Agreement.

3 **PURCHASE PRICE**

The aggregate purchase price for the Shares shall be the sum of £260,000 (amounting to £5,200 per Share) which shall be payable (in accordance with the provisions of clause 4.3) to the Vendors on completion in proportion to their respective holdings of the Shares as set out in the Schedule hereto and shall be paid by the Company out of its distributable profits (within the meaning of section 181(a) of the Companies Act 1985).

4 **COMPLETION**

The sale and purchase of the Shares shall be completed immediately after exchange of this Agreement when the following shall take place:-

- 4.1 each of the Vendors shall deliver to the Company the relevant share certificates in respect of the Shares set against his or her respective name for cancellation; and
- 4.2 the Company shall make payment of the purchase price which shall be paid rateably for the Shares to Messrs Lamb Brooks on behalf of the Vendors, either by way of bankers draft or CHAPS transfer; and
- 4.3 the Company shall deliver to Lamb Brooks a certified copy of the special resolution of the Company authorising the purchase of the Shares by the Company.

5 **AUTHORISATION**

Each of the Vendors agrees that the Company shall have discharged its obligation to make payment of the price for the Shares by payment of the same to Lamb Brooks, and that it shall not be required to concern itself with the division of such monies between the Vendors.

IN WITNESS whereof this Agreement has been entered into the day and year first before written.

THE SCHEDULE

The Vendors

Number of Shares

Raymond John Hudson

25

Judy Patricia Hudson

25

SIGNED by
RAYMOND JOHN HUDSON
in the presence of:-

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)

SIGNED by
JUDY PATRICIA HUDSON
in the presence of:-

)
)
)

SIGNED by
duly authorised for and on behalf
of **SENS-AIR LIMITED**
in the presence of:-

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