

No: 1876354

THE COMPANIES ACTS 1985 and 1989

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

DTS LOGISTICS PLC

PASSED 28 August 2002

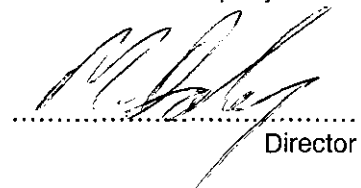
At an extraordinary general meeting of the shareholders of the above-named Company duly convened and held on 28 August 2002 the following resolutions were duly passed by the Company:

ORDINARY RESOLUTION

1. That each A share of 5p each of the Company (whether in issue or comprised in the authorised share capital of the Company but unissued at the date hereof) be re-designated as an Ordinary Share of 5p of the Company, having the rights set out in the new articles of association of the Company to be adopted pursuant to resolution 4 below.

SPECIAL RESOLUTIONS

2. That the Company be re-registered as a private company under the Companies Act 1985 by the name of "DTS Logistics Limited".
3. That, subject to and conditional upon the passing of resolution 2 above, the memorandum of association of the Company be amended as follows:
 - 3.1. in clause 1 by the substitution of the word "Limited" for the word "plc";
 - 3.2. by the deletion of clause 2 which states "The Company is to be a Public Company";
 - 3.3. by re-numbering clauses 3,4,5 and 6 as clauses 2,3,4 and 5 respectively.
4. That, subject to and conditional upon the passing of resolutions 2 and 3 above, the articles of association in the form of the print produced to the meeting and for the purpose of identification signed by the Chairman be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of the Company.


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Director