

Company No: 2273948



THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

OF

IMPERIAL CLEANING SERVICES GROUP LIMITED

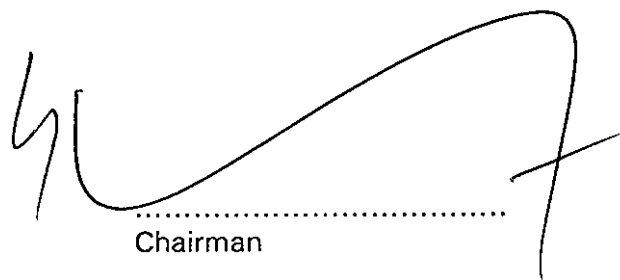
(Effective 12 January, 1998)

The following resolutions were duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as Special Resolutions with effect from 12 January 1998.

SPECIAL RESOLUTIONS

1. THAT, in connection with the acquisition of the whole of the issued share capital of the Company by Executive Group Limited ("Group"), the Company is hereby authorised (subject to compliance with the provisions of Sections 155-158 of the Companies Act 1985) to give financial assistance to Group by entering into:-
 1. a guarantee in favour of the Governor and Company of the Bank of Scotland ("the Bank") under which the Company will, inter alia, guarantee the payment or discharge of and will on demand pay or discharge to the Bank all moneys and liabilities which shall for the time being be due or incurred by the Principal (as therein defined) to the Bank;
 2. a debenture in favour of the Bank under which the Company, inter alia, covenants duly and punctually to pay and discharge the Secured Liabilities (as therein defined) and charges all its undertaking and all its other properties, assets and rights whatsoever with payment of such Secured Liabilities.
2. THAT, in connection with the acquisition of the whole of the issued share capital of the Company by Group, the Company's subsidiary, Imperial Industrial Services Limited ("IISL") is hereby authorised (subject to compliance with the provisions of Sections 155-158 of the Companies Act 1985) to give financial assistance to Group by entering into:-
 1. a guarantee in favour of the Bank under which IISL will, inter alia, guarantee the payment or discharge of and will on demand pay or discharge to the Bank all moneys and liabilities which shall for the time being be due or incurred by the Principal (as therein defined) to the Bank;

2. a debenture in favour of the Bank under which IISL, inter alia, covenants duly and punctually to pay and discharge the Secured Liabilities (as therein defined) and charges all its undertaking and all its other properties, assets and rights whatsoever with payment of such Secured Liabilities.



Chairman