

No. 2273948



IMPERIAL CLEANING SERVICES GROUP LIMITED

ORDINARY & SPECIAL RESOLUTIONS

(Passed by a written resolution of the Company
dated 20th day of July 1995
pursuant to Section 381A of the Companies Act 1985)

ORDINARY RESOLUTION

1. IT IS RESOLVED that the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to a total issued share capital of the Company of £50,000 at any time during the period of five years from the date hereof.

SPECIAL RESOLUTION

2. IT IS RESOLVED that by Special Resolution pursuant to the provisions of Sub-Article 3.3 of Article 3 of the Articles of Association that the Directors of the Company be and they are hereby authorised at any time within six months of the passing of this Special Resolution to allot 1200 Ordinary Shares of £1 each to the following people:-

<u>Allottee</u>	<u>Ordinary Shares of £1 each</u>
Matthew Paul McAlister	29
Kate Louise McAlister	29
Stuart Raymond Atkin	190
Summerglade Limited	952
	<u>1200</u>

3. IT IS RESOLVED that the Articles of Association of the Company be amended by the deletion of the existing clause 5.6 and the substitution of the following new clause 5.6 in its place:-

"5.6 Any member who is a Director employee or consultant of the Company shall be deemed to have served a Transfer Notice on the Company upon his or her ceasing to remain neither as a Director, employee or consultant of the Company (referred to herein as a "Retiring

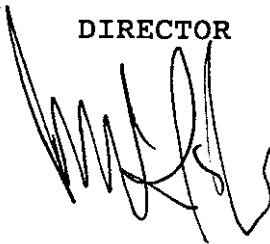
Director", "Retiring Employee" or "Retiring Consultant") and the provisions of Article 5.2 shall have effect accordingly. Subject to the proviso hereinafter set out such Transfer Notice shall be deemed to have been served both in respect of the shares registered in his or her name and the shares registered in the name or names of any and all Family Relations

PROVIDED THAT if any Retiring Director, Retiring Employee or Retiring Consultant who has a Family Relation who is and remains as a Director of the Company (and such Director is a member of the Company) then such Retiring Director, Retiring Employee or Retiring Consultant shall notwithstanding anything contained in this Article 5 be permitted to transfer his or her shares to such Director and any other shares registered with any other Family Relation may remain registered in the name of such other Family Relation

In this Sub-Article 5.6 "Family Relation" shall mean any parent, child, grandchild or remoter issue or spouse, son-in-law or daughter-in-law"

XPGM

DIRECTOR

A handwritten signature in dark ink, appearing to be 'M. J. S.', written over the printed word 'DIRECTOR'.

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