

Company Number: 2275471

certified a true copy

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES Szymanski
Finance Director
24th May 1996

SPECIAL RESOLUTION

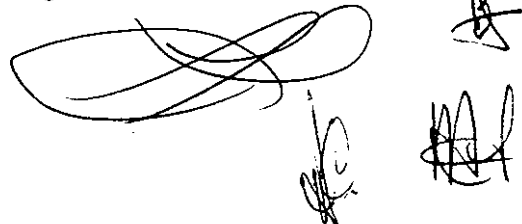
of

LSC GROUP LIMITED
(Passed 12 APRIL 1996)

WE, the undersigned, R K JOHNS and A C COTTON and O J TRUELOVE and 3i GROUP PLC being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT WAS RESOLVED:


"THAT the object Clause 3.4. of the Company's Articles of Association to be amended to: Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges of liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others."



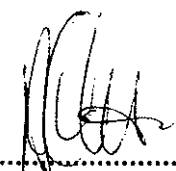
DATED:

12 April 1996

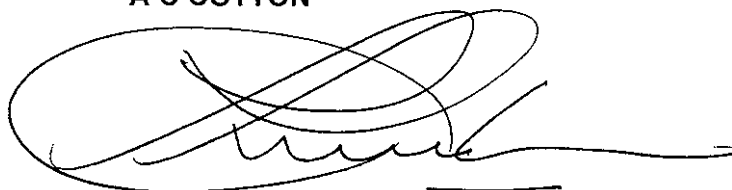
SIGNED:


.....
R K JOHNS

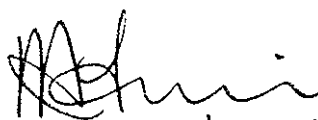
SIGNED:


.....
A C COTTON

SIGNED:


.....
O J TRUELOVE

SIGNED:


for and on behalf of
.....
3i GROUP PLC