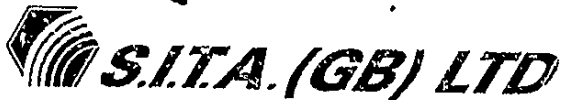


09 - 03 - 96



Company Number: 02291198

Written Resolution 2

31 January 1996

S.I.T.A. (GB) LIMITED ("the Company")

**WRITTEN RESOLUTION OF ALL THE MEMBERS OF THE COMPANY
WHO AT THE DATE OF THIS RESOLUTION ARE ENTITLED TO ATTEND
AND VOTE AT A GENERAL MEETING OF THE COMPANY
PURSUANT TO SECTION 318(A) OF AND IN ACCORDANCE WITH
PARAGRAPH 5(2) OF SCHEDULE 15A TO
THE COMPANIES ACT 1985**

WE, the undersigned, being the only members of the Company who at the date of this resolution are entitled (in accordance with paragraph 5(2) of Schedule 15A to the Companies Act 1985) to attend and vote at a general meeting of the Company HEREBY RESOLVE:

- (1) **THAT** the directors be authorised to allot up to a maximum of 90,000 ordinary shares of £1 each in the capital of the Company at any time within 5 years of the date of this written resolution; and
- (2) **THAT** the terms of the following proposed share sale and purchase agreements ("the Agreements"):

<u>PARTIES</u>	<u>SHARES</u>
the Company (1) E Houdart (2)	30,000
the Company (1) J C Lebel (2)	30,000
the Company (1) P Carneau (2)	30,000

in the terms of the drafts attached be and are hereby approved and that any director (other than the counterparty to the agreement concerned) be and is hereby authorised to sign the same for and on behalf of the Company.



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09 - 03 - 96



S.I.T.A. (GB) LTD

.....
SITA S.A.

El. de la chypre (Written Resolution N°2)
.....
CREDIT LYONNAIS INVESTISSEMENT

Mr. P. M. M. M.
.....
EURO-CLINVEST

.....
J C LEBEL

Date: 31 January 1996

.....
~~We hereby confirm that in our opinion this Written Resolution does not concern us~~
~~as the auditors of the Company.~~

.....
~~as auditors of the Company~~

Ref: ARD/pm/51.doc

262141

09 - 03 - 96

DATED

1996

E HOUDART

- and -

S.I.T.A. (GB) LIMITED

AGREEMENT FOR THE SALE OF SHARES IN
S.I.T.A. (GB) LIMITED

TAYLOR JOYNSON GARRETT
Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX

Tel No: 0171 353 1234
Fax No: 0171 353 2666

09 - 03 - 96

SIGNED by

for and on behalf of
S.I.T.A. (GB) LIMITED
in the presence of:

)
)
)
)
)

SIGNED by
E HOUDART

)
)

AS WITNESS the hands by or on behalf of the parties the day and year first before written