

Company Number: 02291198

Written Resolution 1

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 381(A) OF THE
COMPANIES ACT 1985**

We, the undersigned, being 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
HEREBY RESOLVE:

THAT the Articles of Association of the Company be amended by the deletion of the existing Article 6 and the substitution in its place of the following:

6. Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they:
- (a) are or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine; or
 - (b) may at a later date be purchased by the Company.

.....
SITA S.A......
J C LABEL

Pl. de la chryse
CREDIT LYONNAIS Investissement

H. Jannet
EURO-CLINVEST.
LUXEMBURG, JAN. 30th 96.



1062 *WPC* *S*



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

see previous page

.....
CREDIT LYONNAIS INVESTISSEMENT

see previous page

.....
EURO-CLINVEST

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: ARB/pm/51.dec

8