

06-03-97

**The Companies Act 1985 and 1989
Special Resolution of
SERCO INTERNATIONAL LIMITED
no. 2324094**

At an Annual General Meeting of the above named company held on the 25th February 1997, the following special resolution was passed.

- a) That the company, having been dormant within the meaning of Section 250 (3) of the Companies Act 1985 (as amended by the Companies Act 1989) since the end of its previous financial year, and being entitled in respect of its individual accounts for the year to the exemptions conferred by Section 246 on a small company and not being required to prepare group amounts, be exempt from the provisions relating to the audit of accounts and also from the obligation to appoint auditors as otherwise required by Part VII of the Companies Act 1985 (as amended by the Companies Act 1989) and no auditors shall be appointed by the Company.
- b) And that the Articles of Association of the Company shall be deemed to be altered to the extent necessary to give effect to paragraph a) of this Resolution.

Date: 25 February 1997



Paul Manning
Company Secretary

