

The Companies Act 1985
Company Limited by Shares

ARRIVA LONDON SOUTH LIMITED

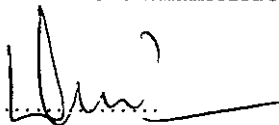
REGISTERED IN ENGLAND WITH NO. 2328467

WRITTEN RESOLUTION

Pursuant to Section 381A of the Companies Act 1985, we the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company hereby resolve:

“That the regulations contained in the draft document produced to the meeting and signed for identification purposes by the Company Secretary be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and, to the entire exclusion of, all existing Articles of the Company.”

For and on behalf of
ARRIVA Kent Thameside Limited

.....
Secretary

Admiral Way
Doxford International Business Park
Sunderland
SR3 3XP

1 October 1998

