

Company No. 2333468

THE COMPANIES ACTS 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTIONS

- of -

ROMAN RENTALS 109 LIMITED  
Passed the 19 day of July 1996

At an Extraordinary General Meeting of the above Company, duly convened and held on the 19 day of July 1996, the following Resolutions were duly passed as Special Resolutions:-

Resolutions

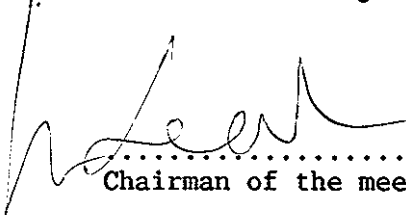
- 1.A That the terms of the agreement proposed to be made between A.S. Choonara and the Company for the purchase by the Company of 8,000 Ordinary Shares of £0.90 each in the capital of the Company at a price of £0.80 per share, a copy of which agreement was produced to the meeting marked "A" and initialled by the Chairman for the purpose of identification, be and are hereby approved.
- 1.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £6,400 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 8,000 Ordinary Shares of £0.90 each of the Company pursuant to the agreement referred to in the Resolution numbered 1.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.
- 2.A That the terms of the agreement proposed to be made between D.M.W. Hodgkiss and the Company for the purchase by the Company of 8,000 Ordinary Shares of £0.90 each in the capital of the Company at a price of £0.80 per share, a copy of which agreement was produced to the meeting marked "B" and initialled by the Chairman for the purpose of identification, be and are hereby approved.



- 2.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £6,400 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 8,000 Ordinary Shares of £0.90 each of the Company pursuant to the agreement referred to in the Resolution numbered 2.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.
- 3.A That the terms of the agreement proposed to be made between R.F.W. Elgood and the Company for the purchase by the Company of 8,000 Ordinary Shares of £0.90 each in the capital of the Company at a price of £0.80 per share, a copy of which agreement was produced to the meeting marked "C" and initialled by the Chairman for the purpose of identification, be and are hereby approved.
- 3.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £6,400 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 8,000 Ordinary Shares of £0.90 each of the Company pursuant to the agreement referred to in the Resolution numbered 3.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.
- 4.A That the terms of the agreement proposed to be made between T.P. Pigott-Smith and the Company for the purchase by the Company of 8,000 Ordinary Shares of £0.90 each in the capital of the Company at a price of £0.80 per share, a copy of which agreement was produced to the meeting marked "D" and initialled by the Chairman for the purpose of identification, be and are hereby approved.
- 4.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £6,400 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 8,000 Ordinary Shares of £0.90 each of the Company pursuant to the agreement referred to in the Resolution numbered 4.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.
- 5.A That the terms of the agreement proposed to be made between Bank of Ireland Nominees Limited and the Company for the purchase by the Company of 8,000 Ordinary Shares of £0.90 each in the capital of the Company at a price of £0.80 per share, a copy of which agreement was produced to the meeting marked "E" and initialled by the Chairman for the purpose of identification, be and are hereby approved.

- 5.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £6,400 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 8,000 Ordinary Shares of £0.90 each of the Company pursuant to the agreement referred to in the Resolution numbered 5.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.
- 6.A That the terms of the agreement proposed to be made between C.E. Roberts and the Company for the purchase by the Company of 8,000 Ordinary Shares of £0.90 each in the capital of the Company at a price of £0.80 per share, a copy of which agreement was produced to the meeting marked "F" and initialled by the Chairman for the purpose of identification, be and are hereby approved.
- 6.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £6,400 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 8,000 Ordinary Shares of £0.90 each of the Company pursuant to the agreement referred to in the Resolution numbered 6.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.
- 7.A That the terms of the agreement proposed to be made between M.A. Kelion and the Company for the purchase by the Company of 8,000 Ordinary Shares of £0.90 each in the capital of the Company at a price of £0.80 per share, a copy of which agreement was produced to the meeting marked "G" and initialled by the Chairman for the purpose of identification, be and are hereby approved.
- 7.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £6,400 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 8,000 Ordinary Shares of £0.90 each of the Company pursuant to the agreement referred to in the Resolution numbered 7.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.
- 8.A That the terms of the agreement proposed to be made between A.J. Bruckland and the Company for the purchase by the Company of 1 Ordinary Share of £0.90 in the capital of the Company at a price of £0.80, a copy of which agreement was produced to the meeting marked "H" and initialled by the Chairman for the purpose of identification, be and are hereby approved.

- 8.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £0.80 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 1 Ordinary Share of £0.90 of the Company pursuant to the agreement referred to in the Resolution numbered 8.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.
- 9.A That the terms of the agreement proposed to be made between M.R. Seabrook and the Company for the purchase by the Company of 1 Ordinary Share of £0.90 in the capital of the Company at a price of £0.80, a copy of which agreement was produced to the meeting marked "I" and initialled by the Chairman for the purpose of identification, be and are hereby approved.
- 9.B That the Company be and is hereby authorised pursuant to the Company's Articles of Association and to Sections 171 and 172 of the Companies Act 1985 to pay out of capital (as defined in Sections 171 and 172 of the said Act) the sum of £0.80 being the whole of the purchase price due in respect of the purchase by the Company pursuant to Section 162 of the said Act of 1 Ordinary Share of £0.90 of the Company pursuant to the agreement referred to in the Resolution numbered 9.A in the notice convening this Meeting and the Directors are hereby authorised and directed to make such payment in accordance with but subject to Sections 173 to 178 of the said Act.

  
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Chairman of the meeting