

Company No: 2333468

The Companies Act 1985

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

- of -

ROMAN RENTALS 109 PLC


In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, We the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company HEREBY RESOLVE as follows:-

RESOLUTION

That:-

1. the name of the Company be changed to ROMAN RENTALS 109 LIMITED and the Company be re-registered as a private limited company under the Companies Act 1985;
2. the provisions of the Memorandum of Association of the Company be altered in the following respects:-
 - (a) in clause 1 thereof the words "Roman Rentals 109 Limited" be substituted for the words "Roman Rentals 109 PLC";
 - (b) by the deletion of clause 2 thereof; and
 - (c) by renumbering clauses 3 to 6 inclusive thereof as clauses 2 to 5 inclusive; and
3. the Articles of Association of the Company be amended in the following respects:-
 - (a) by deleting references to Roman Rentals 109 PLC and inserting in their place references to Roman Rentals 109 Limited;

- (b) in Article 12(b), by the insertion after the words
 — "(including any redeemable shares)" of the words "and make
 a payment in respect of the purchase of its own shares or
 redemption otherwise than out of distributable profits of
 the Company or the proceeds of a fresh issue of shares";
- (c) in Article 69, by the insertion after the words "shall be a
 quorum" of the words "save that, if and so long as the
 Company has only one person as a member, one member present
 in person or by proxy shall be a quorum";
- (d) in Article 90, by the substitution of the word "one" for
 the word "two"; and
- (e) in Article 110, by the insertion of the words "save that
 whensoever the number of directors shall be one, that sole
 director shall have authority to exercise all the powers
 and discretions which are expressed by these Articles to be
 vested in the directors generally" after the words "not
 being himself a director".

<u>Name of Shareholder</u>	<u>Signature</u>	<u>Date</u>
A.S. Choonara		30.4.9
D.L. Scott
D.M.W. Hodgkiss
R.F.W. Elgood
T.P. Pigott-Smith
Bank of Ireland Nominees Limited
C.E. Roberts
M.A. Kelion
A.J. Bruckland
M.R. Seabrook

ROMAN RENTALS 109 PLC

WE, the undersigned being the holders of 100 per cent in nominal value of the Company's entire issued share capital refer to the written resolution of the Company (a copy of which is annexed hereto and which each of us has initialled for the purposes of identification) ("the Resolution") for the purposes of section 53 of the Companies Act 1985 ("the Act") and for the purposes of section 54(2) of the Act **HEREBY CONSENT** to the Resolution.

WE, the undersigned, accordingly acknowledge that we are not entitled to make an application pursuant to section 54 of the Act to the court for cancellation of the Resolution.

<u>Name of Shareholder</u>	<u>Signature</u>	<u>Date</u>
A.S. Choonara
D.L. Scott	x <i>D.L. Scott</i>	14/4/96.....
D.M.W. Hodgkiss
R.F.W. Elgood
T.P. Pigott-Smith
Bank of Ireland Nominees Limited
C.E. Roberts
M.A. Kelion
A.J. Bruckland
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<u>Name of Shareholder</u>	<u>Signature</u>	<u>Date</u>
A.S. Choonara
D.L. Scott
D.M.W. Hodgkiss	<i>David Hodgkiss</i>	29 April 96
R.F.W. Elgood
T.P. Pigott-Smith
Bank of Ireland Nominees Limited
C.E. Roberts
M.A. Kelion
A.J. Bruckland
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A.S. Choonara
D.L. Scott
D.M.W. Hodgkiss
R.F.W. Elgood	<i>R.F.W. Elgood</i>	196 April 1996
T.P. Pigott-Smith
Bank of Ireland Nominees Limited
C.E. Roberts
M.A. Kelion
A.J. Bruckland
M.R. Seabrook

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A.S. Choonara
D.L. Scott
D.M.W. Hodgkiss
R.F.W. Elgood
T.P. Pigott-Smith	<i>T.P. Pigott-Smith</i>	12.4.96
Bank of Ireland Nominees Limited
C.E. Roberts
M.A. Kelion
A.J. Bruckland
M.R. Seabrook

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A.S. Choonara
D.L. Scott
D.M.W. Hodgkiss
R.F.W. Elgood
T.P. Pigott-Smith
Bank of Ireland Nominees Limited	<p>Present when the common Seal of Bank of Ireland Nominees Ltd. was affixed hereunto.</p> <p><i>[Signature]</i></p> <p>Authorised Signatory</p>	<p>16 Apr 1996</p>
C.E. Roberts
M.A. Kelion	<p><i>[Signature]</i></p> <p>Authorised Signatory</p>
A.J. Bruckland
M.R. Seabrook

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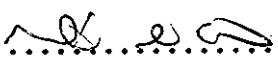
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R.F.W. Elgood
T.P. Pigott-Smith
Bank of Ireland Nominees Limited
C.E. Roberts	... <i>C.E. Roberts</i>17/4/96...
M.A. Kelion
A.J. Bruckland
M.R. Seabrook

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M.A. Kelion	4/..4/..95...
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T.P. Pigott-Smith
Bank of Ireland Nominees Limited
C.E. Roberts
M.A. Kelion
A.J. Bruckland	22/5/96
M.R. Seabrook	22-5-96