

Company No. 2385160

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

PLINCKE, LEAMAN AND BROWNING LIMITED

passed on Wednesday 20th October 1993

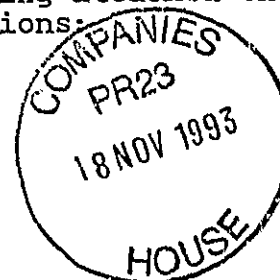
At an Extraordinary General Meeting of the above company, duly convened and held at 5 The Square, Winchester, on Wednesday 20th October 1993 the following resolution was duly passed as a Special Resolution:

RESOLUTION

THAT

- a) the authorised share capital of the company be increased to £60,000 by the creation of 10,000 additional shares of £1 each which shall be at the disposal of the directors who may allot or otherwise dispose of them or grant options over them to such persons (including any director) at such times and generally on such terms and conditions (subject to Section 100, Companies Act 1985) as they think proper, and that the authority conferred on the directors by this resolution shall expire on the fifth anniversary of the passing of this resolution but may be renewed, varied or extended by the company in general meeting from time to time;
- b) the 40,000 shares in issue be converted and become and be designated "A" shares and the 20,000 unissued shares shall become and be designated either an "A" share or a "B" share at the time of issue;
- c) the rights, privileges and restrictions attaching to the "A" shares and the "B" shares referred to in paragraph (b) of this resolution are set out in the Articles of Association of the company as amended by paragraph (d) of this resolution;
- d) the Articles of Association of the company be amended by the insertion of the following Article:

"3(A) The share capital of the company shall be divided into "A" shares and "B" shares having attached thereto the following rights and restrictions:



- i) In a winding up, the amount available for distribution among the members of the company shall first be applied in repaying to the holders of the "B" shares and, subject thereto, the balance (if any) shall be distributed among the holders of the "A" shares held by them to the exclusion of the holders of the "B" shares.
- ii) The holders of the "B" shares shall not be entitled to notice of nor to attend nor vote either in person or by proxy at any general meeting of the company except where the meeting is convened to pass a resolution for the winding up of the Company.
- iii) Subject to the provisions contained in paragraph (a) and (b) of this Article, the "A" and "B" shares shall rank pari passu.