

No. of Company 2446167

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

GOADSBY & HARDING (HOLDINGS) LIMITED

Passed on 12th day of March 1990

At the second Extraordinary General Meeting of the above named Company duly convened and held on 12th day of March 1990 the following Resolution was duly passed as a Special Resolution of the Company

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended as follows:-

1. By amending Article 6(a) the quorum referred to in Clause 40 in Table A shall be read and construed as if three and not two persons entitled to vote shall be the quorum as therein mentioned.

2. By amending Article 17(i) so that it shall be read and construed as if the period 3 months had been included instead of 6 months

3. That there be a further Article being numbered 18 by inserting the following Article

"18 (1) Subject to (3) below, any share may be transferred by a member being a body corporate to a body corporate which is in relation to such member a holding company or a subsidiary company or a subsidiary of such holding company ("a Group Company") provided that, before any transfer may be registered, the first transferor must guarantee to the Company and the other members the due performance by the transferee of all its obligations to the same and provided that if the transferee shall at any time thereafter cease to be a Group Company in relation to the original transferor such transferee shall be bound to re-transfer the relevant share or shares to the original transferor or to another such Group Company

COPIED
21 MAR 1990
M 99

I certify that this is a true copy of the original
For Secretaries, D. S. Sanyal 12/3/90

(2) Notwithstanding the provisions of (1) above, no member being a body corporate may transfer any share to a Group Company any part of whose business is materially similar to the business of the Company

(3) Any transfer of shares pursuant to (1) above shall be subject to the prior written approval of the Initial Shareholders such consent not to be unreasonably withheld.

(4) For the purposes of this Article:-

(A) "Initial Shareholder" means any party to the Shareholders Agreement

dated 12 March 1990 between N. Read-Wilson and others and any further parties who may be added to that agreement but excluding any party which no longer owns any shares in the Company

(B) "Subsidiary" and "holding company" shall bear the meaning ascribed thereto by Section 736 of the Act".

SIGNED...*N. Read-Wilson*.....

Chairman

*I certify that this is a true
copy of the original.
D. Emery 6 - Secretary 13/3/90*

JORDAN & SONS LTD
21 ST. THOMAS ST
BRISTOL, BS1 6JG
TU1051/KJ

COMPANY NO. 2446167

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

GOADSBY & HARDING (HOLDINGS) LIMITED

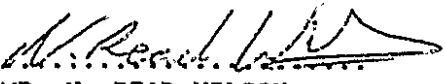
PASSED ON ^{12th March} 1990 AT 11.45 a.m.

At an Extraordinary General Meeting of the members of Goadsby & Harding (Holdings) Limited duly convened and held on 12th March 1990 the following resolutions were duly passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

1. That the Company's Memorandum of Association be and it is hereby amended by the insertion of a new paragraph (1) in Clause 3 of the Memorandum of Association (and the consequent re-numbering of the other paragraphs of Clause 3) as follows:-
 - (1) to carry on the business of a holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares stocks debentures debenture stock bonds notes obligations warrants options and securities issued or guaranteed by any Company wherever incorporated or issued or guaranteed by any government public body or authority in any part of the world
2. That for the purposes of complying with the Company's obligations under Clauses 5(e), 6 and 8(8) of the Agreement the Directors be and they are hereby authorised to
 - (a) issue a Loan Note in the sum of £3,627,700.00 in favour of Neville Thornber Smith Peter Thomas Wilson Robin Edward Norman Ralph Long and Anthony Brian Hopson
 - (b) borrow the sum of £1,750,000.00 from The Royal Bank of Scotland plc upon the terms of a Loan Agreement and
 - (c) borrow the sum of £1,450,000 from Goadsby & Harding Limited upon the terms of a Loan Agreement.

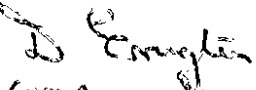
Upon each case in terms of drafts produced to the Meeting and initialled by the Chairman.


MR. N. READ-WILSON
Chairman of the Meeting

JORDAN & BARNES
21 ST. THOMAS ST
BRISTOL BS1 6JS

TU1051/KJ

I certify this to be a true
copy of the original


Company Secretary
13/March 1990

