

Company No. 02467207

The Companies Acts 1985 to 1989

Company limited by shares

Resolutions

- of -

Sovereign Buses (London) Limited

Passed on 5th November 2002



We the undersigned being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolutions be passed by way of written resolution:

That the articles of association of the Company be altered by:


- (i) deleting in article 1(B) the reference to regulation "24";
- (ii) deleting article 9 and renumbering articles 10 to 17 as articles 9 to 16;
- (iii) inserting the new heading "PROCEEDINGS OF DIRECTORS" beneath article 16 as amended;
- (iv) inserting the following new article as article 17:

"Any Director for the time being absent from the United Kingdom may supply to the Company an address and/or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address or number notice of such meetings. Regulation 88 of Table A shall be modified accordingly"; and

- (v) inserting the following new article as article 18:

"A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that:

- (A) a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone or audio-visual link; and
- (B) a quorum of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in the manner described herein".

SIGNED: 
for and on behalf of
LONDON UNITED BUSWAYS 1994 LIMITED
as duly appointed Attorney for
BLAZEFIELD BUSES LIMITED.