

COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

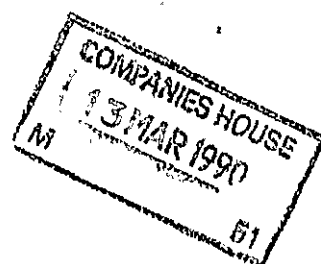
X-PRESS CONTAINER LINE (UK) LIMITED

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 16-26 Banner Street, London, EC1Y 8QE on the 14th Day February 1990, the following Special Resolution was duly passed:

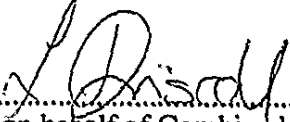
AMENDMENT TO
MEMORANDUM
OF ASSOCIATION:

IT WAS RESOLVED that the Memorandum of Association of the Company be amended by the deletion of the existing clause 3(A) of the Memorandum of Association and by substituting therefor the following to be numbered 3(A);

1. To carry on business as owners, charterers, hirers out, repairers and maintainers of ships, tugs, barges, boats, hovercraft and all manner of sea-going vessels and river craft, all manner of aircraft and lorries, cranes, containers, fork-lift trucks, materials handling equipment of every description and plant, machinery and equipment generally, as general and marine engineers and architects, shipbuilders, designers, manufacturers, suppliers and installers of marine engines, fittings components and instruments, and navigational, communications, catering and safety equipment, as ships' chandlers, as owners and managers of piers, jetties, dry-docks, wharves, passenger and freight terminals, aerodromes, hangars, offices and warehouses, car parks, garages and repair yards and engineering works; to provide land, sea and air transport services and to provide such goods, services, facilities and amenities as may be necessary or convenient in connection with the carriage of passengers, livestock and freight; to employ, train and provide the services of sea and air crews, pilots, dock and airport staff and supervisors, security staff, porters, drivers, welders, fitters, carpenters, engineers and all manner of specialist staff and technical advisers; to carry on business as general importers and exporters, freight forwarding agents, as storers and packers of goods, insurance and finance brokers and agents and as tour operators and travel accommodation agents.



2. To carry on business as shipping, chartering, forwarding and transport agents by land, rail, sea and air; custom's clearing agents, confirming house proprietors, haulage contractors, lightermen, carriers of passengers and goods, stevedors, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers, warehousemen, engineers, electricians, motor car, cab, omnibus, coach, aeroplane, ship and boat proprietors.

DIRECTOR:.....
(An Authorised Signatory on behalf of Combined Nominees Limited)

PRESENTED BY:

ICC COMPANY FORMATIONS
110 Whitchurch Road
Maindy,
Cardiff, CF4 3LY.