

Company No. 2590136

**THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES**

**FLIGHTFORM LIMITED**  
("the Company")

**SHAREHOLDER CONSENT AND RESOLUTION**

(Passed on 16 / 8 1995)

1. Pursuant to Section 381A of the Companies Act 1985 we hereby resolve that Articles 10 and 11 of the Company's Articles of Association shall not apply to prohibit or in any way restrict the transfer of shares in the capital of the Company as detailed in the attached draft board minutes ("the Transfers").
2. We hereby consent to the Transfers being made and authorise the Directors of the Company to make the corresponding entries in the Company's register of members and we waive any rights which we may have by virtue of the Company's Articles of Association or any agreement between the shareholders of the Company or otherwise to the extent that they might operate to restrict or prohibit the Transfers or the registration thereof.

  
ROBERT BURTON

  
ANDREW BURTON

  
SANDERSON BRAMALL  
MOTOR GROUP PLC

  
MARK DEDMAN

  
PETER LEWIS

  
GUY EASTON

  
ALISTAIR ALTHAM

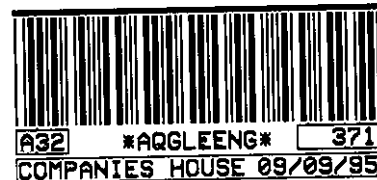
  
SHARON BENJAMIN

  
RICHARD HOWORTH

  
MARK BRANDON

  
PAUL WILCOX

1-128551



TOTAL P. 05

TOTAL P. 05  
TOTAL P. 02

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PRIVATE COMPANY LIMITED BY SHARES**

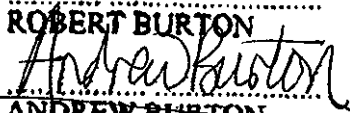
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COMPANIES HOUSE 09/09/95

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