

Company No:- 2590136

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

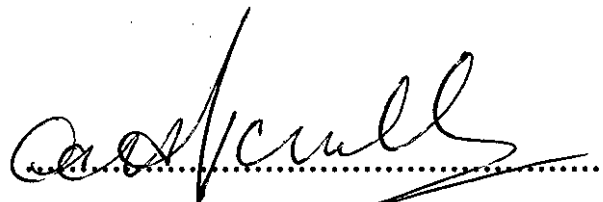
FLIGHTFORM LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Harlow Court, Otley Road, Beckwithshaw, Harrogate on 28 August 1995 at 7.45 p.m. the following Resolution was duly passed:-

SPECIAL RESOLUTION

Alteration to Articles of Association

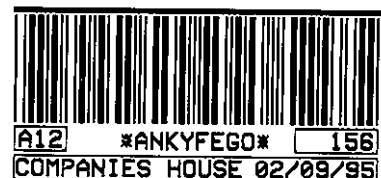
That, subject to and conditional upon completion of the sale and purchase of shares in the Company pursuant to the terms of a sale and purchase agreement proposed to be entered into on or about 28 August 1995 between Sanderson Bramall Motor Group PLC and R. B. Burton and Others, the amendments to the Articles of Association of the Company noted in the document attached hereto and for the purpose of identification signed by each of us be and the same are hereby respectively approved and adopted as amendments to the Articles of Association of the Company.



DIRECTOR/SECRETARY

Dated 30 August 1995


g1046v4.d17/2nd Meeting



THIS IS THE ANNEXURE REFERRED TO IN THE NOTICE OF
EXTRAORDINARY GENERAL MEETING OF THE
MEMBERS OF FLIGHTFORM LIMITED
DATED 28 AUGUST 1995 HELD AT 7.45 P.M.

AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION
OF FLIGHTFORM LIMITED

1. Regulation 19 of the Articles of Association shall be deleted.
2. Regulation 28 of the Articles of Association shall be deleted.
3. Regulation 30 of the Articles of Association shall be deleted.

A handwritten signature in black ink, appearing to be 'C. B. S.', located in the bottom right corner of the page.