

THE COMPANY ACT 1985

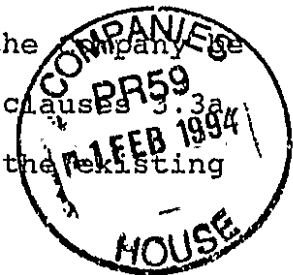
INVESTORS IN LINCOLN LTD

(COMPANY NO. 2631079)

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the above named Company held at Beech House, Waterside South, Lincoln on 19th January 1994, the following resolutions were passed as special resolutions of the Company:-

1. That the Memorandum of Association of the Company be amended by inserting the following sub-clauses 3.3a, 3.3b and 3.3c after and in addition to the existing sub-clause 3.3:-



- "3.3a to borrow or raise money by any method and to obtain any form of credit or finance
- 3.3b to secure the payment of any monies, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or any security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have

been or may be issued by the Company

3.3c whether with or without the Company receiving any consideration, to guarantee in any manner the payment of any monies, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such monies, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate including its uncalled capital and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person"

2. That the Memorandum of Association of the Company be further amended by inserting the following paragraph at the end of clause 3:-

"AND IT IS HEREBY DECLARED:-


(a) that this clause 3 shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation;

(b) that each of the sub-clauses of this clause shall unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the object set out in any other sub clause;

(c) that each of those sub-clauses shall be without prejudice to or to the generality of any other sub-clause and shall be in no way limited or restricted by reference to or influence from any other sub-clause"

3. That the Articles of Association of the Company be amended by inserting the words "without limitation" after the word "exercise" in Article 16 of the Company's Articles of Association

By Order of the Board

  
.....  
Company Secretary

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(COMPANY NO. 2631079)

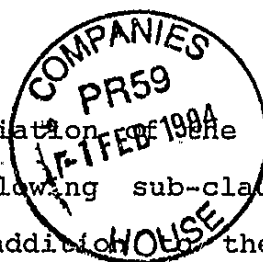
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3.3c        whether with or without the Company receiving any consideration, to guarantee in any manner the payment of any monies, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such monies, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate including its uncalled capital and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person"

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