

COMPANY NUMBER: 2724178

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF LAWRAY LIMITED

PASSED ON 1st day of October 1992

By Resolutions in writing signed pursuant to Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985, S.I. 1985 numbers 805 and 1052 by all the members for the time being entitled to receive notice of and attend invoked at General Meetings of the Company the following Resolutions were duly passed.

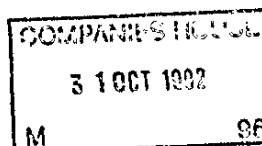
SPECIAL RESOLUTIONS

1. Conversion of Shares

That the existing capital of the Company of 1,000,000 ordinary shares of £1 each be converted into 100,000 preference shares of £1 each and 900,000 ordinary shares of £1 each such shares having the respective rights set out in the Articles of Association of the Company as proposed to be adopted by the Resolution set out below.

2. Authority to Allot

That the Directors be authorised and directed to allot 4,998 ordinary shares and 100,000 preference shares in the capital of the Company to the allottees set out in the first column of the schedule to the Agreement referred to below in the proportions referred to in the second and third columns of that schedule as if Section 89(1) of the Companies Act 1985 did not apply to such allotment.



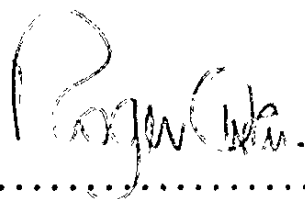
3. Adoption of Articles of Association

That the Articles of Association contained in the printed document produced to the members marked "A" and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

4. Execution of Acquisition Agreement

That the Company do execute and complete an Agreement to acquire the property assets and business as a going concern of Lawray Partnership in consideration of the allotment of shares in the Company to the Partners of Lawray Partnership being the Shareholders of the Company and that Mr. R. Pye be authorised to execute such Agreement on behalf of the Company.

DATED this 1st day of October 1992


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Company Secretary



NOTICE OF MISSING PAGES FROM THE MICROFICHE RECORD

Companies House regrets that pages are missing from documents on this company's microfiche record.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

