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COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] [] [] []

2804122

Name of company

* ROAD MANAGEMENT SERVICES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 17TH MAY 1995 the nominal capital of the company has been
increased by £ 29,900,000 beyond the registered capital of £ 100,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

PARI PASSU IN ALL RESPECTS WITH THE EXISTING ORDINARY SHARES IN THE COMPANY.

Please tick here if
continued overleaf

Signed

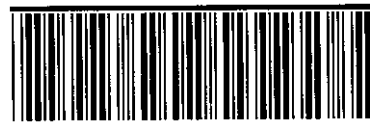


Designation ‡ SECRETARY

Date 19/5/95

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriatePresentor's name address and
reference (if any):For official Use
General Section

Post room

A13 *APG4KBP3* 133
COMPANIES HOUSE 26/05/95