

Company No. 2826284

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMBERS WRITTEN SPECIAL RESOLUTION

of

METROLINE HOLDINGS LIMITED

Passed 26th July 1995

The following Special Resolution in writing of all the members of the Company who at the date of this Special Resolution would have been entitled to attend and vote at a general meeting of the Company pursuant to section 381A of the Companies Act 1985 was duly passed on 26th July 1995.

IT WAS RESOLVED:-

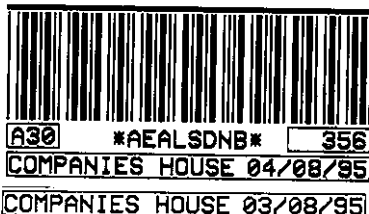
- that Article 13(H) should be amended by deleting the words "then held by such member" where they first appear and inserting the words "other than A Ordinary Shares then held by such member ("the relevant Ordinary Shares") " in their place, and

- that Article 13(M) (1) should be amended to read as follows:-

"Upon an Employee or a Director ceasing to be employed in any capacity by the Company then such Employee or Director shall be automatically deemed to have given an unconditional Transfer Notice in accordance with paragraph 13(A) above in respect of all A Ordinary Shares then held by such member, and the procedures set out in this paragraph (M) shall then apply in lieu of the pre-emption provisions contained in paragraph (C) above Provided that neither Article 13(A)(4) nor Article 13(K)(1) shall apply to any Transfer Notice which is deemed to have been given under this Article 13(M)(1)."

Signed

Deoh
Chairman



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
THE HOLDERS OF THE A ORDINARY SHARES
OF
METROLINE HOLDINGS LIMITED

Passed 26th July 1995

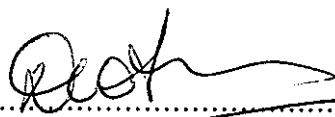
The following Special Resolution in writing of all the holders of the A Ordinary Shares in the Company who at the date of this Special Resolution would have been entitled to attend and vote at a meeting of the holders of that class of shares pursuant to Section 381A of the Companies Act 1985 was duly passed on 26th July 1995

IT WAS RESOLVED:-

- that Article 13(H) should be amended by deleting the words "then held by such member" where they first appear and inserting the words "other than A Ordinary Shares then held by such member ("the relevant Ordinary Shares") " in their place, and
- that Article 13(M) (1) should be amended to read as follows:-

"Upon an Employee or a Director ceasing to be employed in any capacity by the Company then such Employee or Director shall be automatically deemed to have given an unconditional Transfer Notice in accordance with paragraph 13(A) above in respect of all A Ordinary Shares then held by such member, and the procedures set out in this paragraph (M) shall then apply in lieu of the pre-emption provisions contained in paragraph (C) above Provided that neither Article 13(A)(4) nor Article 13(K)(1) shall apply to any Transfer Notice which is deemed to have been given under this Article 13(M)(1)."

Signed


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Chairman