

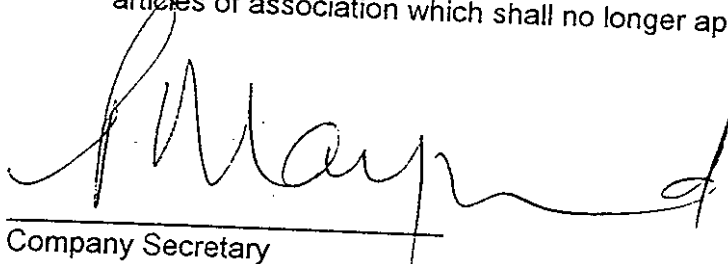
No. 2848787

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS OF
STRAKER (HOLDINGS) plc

Copy resolution of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at Unit 4, 500 Purley Way, Croydon, Surrey CR0 4NZ on 26th June 1997.

SPECIAL RESOLUTION

That the Company be re-registered as a private company and accordingly the memorandum of association be altered with effect from the issue of a certificate of incorporation appropriate to a private company by deleting therefrom clause 2 and re-numbering clauses 3 to 6 thereof as 2 to 5 respectively, and being requisite in all the circumstances new articles of association in the form submitted to this meeting and approved without amendment be adopted in lieu and to the exclusion of the present articles of association which shall no longer apply to the Company.



Company Secretary

26th June 1997

