

[COPY]

special resolution(s)

J378(2)

name of company

Company Number

2854197

Hoodco 434 Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and

held at 8-14 Hood Street, Newcastle upon Tyne, NE1 6LJ

on the X 20th day of October 1993

the following SPECIAL RESOLUTION(S) was/were duly passed:-

That the Company's Memorandum and Articles of Association be amended by the adoption of new Memorandum and Articles of Association in the form annexed hereto.



SIGNED

[Signature]
DIRECTOR

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

J27**COMPANY LIMITED BY SHARES**

Company Number

[COPY]

2854197

ordinary resolution(s)

of Hoodco 434
 Limited

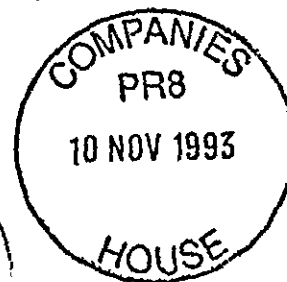
Passed the 20th day of October 1993

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 8-14 Hood Street, Newcastle upon Tyne, NE1 6LJ

on the 20th day of October 1993

the following ORDINARY RESOLUTION(S) was/were duly passed:—

1. That the authorised share capital of the Company be increased to £400,000 by the creation of 199,900 ordinary shares of £1 each, such new shares to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company, and the creation of 200,000 redeemable preference shares of £1 each, subject to the rights contained in the Company's Articles of Association.
2. That the directors are hereby unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to allot and dispose of or grant options over any relevant securities (as defined in section 80(2) of the Companies Act 1985) to such persons on such terms and in such manner as they think fit up to an aggregate nominal amount of £400,000 at any time during the period of five years from the date of this resolution.



..... [Signature] DIRECTOR

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.



Jordan & Sons Limited
 21 St. Thomas Street, Bristol BS1 6JS Tel. 0272-230600 Telex 449119