

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

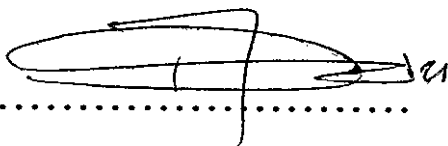
RESOLUTION

OF

MITIE CLEANING (MIDLANDS) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at The Stable Block, Barley Wood, Wrington, Avon BS18 7SA on 6 November 1995 the following Resolutions were duly passed as Special Resolutions:-

1. That the authorised share capital of the Company be increasedd from £150,000 to £175,000 by the creation of 25,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of £1 each and having the rights set out in the Articles of Association.
2. That the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined for the purposes of Section 80 Companies Act 1985) up to an aggregate nominal amount of £175,000 provided that this authority shall expire on the date being five years after the passing of this resolution unless renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry or the expiry of any renewal of this authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired.
3. That subject to the passing of the resolution numbered 1 the directors be and they are hereby empowered pursuant to Section 95 Companies Act 1985 (in this resolution referred to as the "Act") to allot equity securities (as defined for the purposes of Section 89 to 96 (inclusive) of the Act) for cash pursuant to the general authority conferred on them for the purposes of Section 80 of the Act as if Section 89(1) of the Act did not apply to any such allotment.



Secretary

