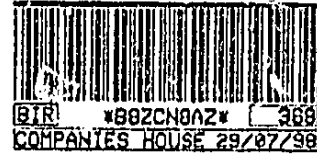


06-08-98



Company No: 2941640

THE COMPANIES ACT 1985

RESOLUTIONS IN WRITING

DATED: 6th July 1998TAKE A BREAK MOTORWAY SERVICES LTD

At an extraordinary general meeting of the Company duly convened and held on 6th July the following resolution was duly passed as a special resolution.

That:-

(1) The articles of association of the Company be amended by the addition of the following new article as article 20:

"STOCK DIVIDEND"

20. (A) The Directors may with the sanction of the Company in general meeting (which for the avoidance of doubt for this purposes includes a resolution in writing pursuant to article 14 of the Company's articles of association or a written resolution passed pursuant to section 381A of the Companies Act 1985) offer the holders of any class of shares in the capital of the Company the right to elect to receive in respect of all or any part of their holding of such shares, additional shares in the Company, credited as fully paid instead of cash upon such terms and conditions and in such manner as may be specified in such resolution and otherwise as the Directors may determine. Any such resolution may specify a particular dividend and/or all or any dividends (or any part of such dividends) declared or paid within a specified period.

(B) Where any such right of election is to be offered to the holders of shares of a particular class pursuant to this Article, the Directors shall make such offer to such holders in writing (conditionally, if the necessary resolution has yet to be passed, upon such resolution being passed) and shall make available to or provide such holders with forms of election (in such form as the Directors may approve) whereby such holders may exercise such right and the Directors shall notify such holders of the procedure to be followed and of the place at which and the latest date and time by which duly

WE HEREBY CERTIFY THAT THIS IS A TRUE
AND EXACT COPY OF THE ORIGINAL

28/7/98
FREDERICK ELLISON
COMPANIES HOUSE,
25, CANAL STREET,
BIRMINGHAM.
B3 2JH

06-08-98

completed forms of election must be lodged in order to be effective.

- (C) In relation to such offer, the nominal and/or market value of the further shares need not be equal to the cash dividend but may be more or less and the Directors may make such provisions for disregarding or rounding up or down fractional entitlements.
 - (D) Following an election by holders of shares in accordance with this Article the relevant dividend (or that part of a dividend in respect of which a right of election has been made) shall not be payable on the shares in respect of which the election was made but, in lieu thereof the Directors shall capitalise out of profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or out of any sum standing to the credit of the Company's shares premium account or capital reserves (including any capital redemption reserve) as the Directors may determine to the holders of the shares in respect of which election is made, a sum equal to the aggregate nominal value of the number of additional shares required to be allotted to the holders of the shares who have made such election and shall apply such sum in paying up in full such number of additional shares and shall allot and distribute the same to and amongst such holders on the basis set out in this Article.
 - (E) The additional shares so allotted shall rank *pari passu* in all respects with the fully paid shares of the relevant class in the Company then in issue save that they shall not be entitled to participate in the dividend in relation to which the relevant election was made."
 - (F) The rights attaching to all the ordinary shares in existence shall be limited to the ordinary shareholders original holding in the company.
2. The authorised share capital of the Company be increased from £760,023 to £840,023 by the creation of 8,000,000 new ordinary shares of 1p each.
 3. The new ordinary shares of 1p each shall have the same rights as the ordinary shares of £1 each.
 4. The Directors be authorised to implement the provisions of new article 20 of the articles of association of the Company (to the extent determined by the Directors) in respect of any dividends or interim dividends declared by the Directors at any time prior to 31 December 1998.

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5. Pursuant to the provisions of section 80 of the Companies Act 1985 the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is the unissued authorised share capital of the Company at the date of this resolution (as increased by resolution 2 above) and this authority shall unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on the fifth anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.
6. Pursuant to article 4 of the Company's articles of association, the shares in respect of which pursuant to section 80 of the Companies Act 1985 the Directors have the authority to allot by virtue of resolution 5 above be and the same are hereby released from the provisions of article 4 and accordingly the directors may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit.

By order of the Board

Director/Secretary

CHAIRMAN
+ DIRECTOR

Registered Office:
Take A Break Motorway Services Limited
M5 Service Area
Strensham
Hill Croome
Upton-upon-Severn
Worcestershire
WR8 0BZ

Company No:2941640