

Company No 3001044

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RAILCARE LIMITED

On *23 May 2001* the following resolutions were duly passed as written resolutions of the Company in accordance with section 381A Companies Act 1985 by all members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company:-

1. **THAT** the authorised share capital of the Company be increased from £10,000,010 to £10,000,020 by the creation of 10 additional A ordinary shares of £1 each ranking pari passu with the existing A ordinary shares of £1 each **AND THAT** the directors' authority to allot shares contained in the company's articles of association be extended to expire on the fifth anniversary of the passing of this resolution and to cover all unissued shares.

SPECIAL RESOLUTION

2. **THAT** the directors be hereby given power in accordance with section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by article 4 of the Articles of Association as if section 89(1) of the Act did not apply to the allotment.

Dated *23 May 2001*

Signed


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Director/Secretary



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