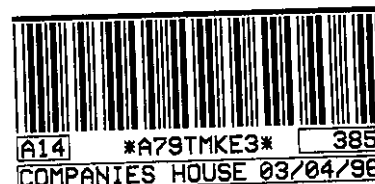


Registered Number: 3007083

THE COMPANIES ACTS



VT SOUTHERN CAREERS LIMITED ("SC")

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION(S)
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of decisions of the sole member of the Company which have effect as if agreed by the Company in general meeting:

DECISIONS

"THAT pursuant to Section 382B of the Companies Act 1985, the following be entered as decisions of the sole shareholder of SC:

Ordinary Resolution


That the share capital of SC be increased from £100 to £20,000 by the creation of 19,900 new shares of £1 each ranking pari passu in all respects with the existing shares in the capital of that Company and that the Memorandum of Association be altered accordingly, that the new total authorised capital be split into 15,020 "A" ordinary shares of £1 each, 3,580 "B" ordinary shares of £1 each and 1,000 "C" ordinary shares of £1 each and that the one current issued ordinary share and the 99 current authorised but unissued ordinary shares all be redesignated "A" ordinary shares and, subject to the Articles of Association from time to time adopted by the company, the directors be generally and unconditionally authorised to allot the new shares or any of them and any other shares for the time being in the capital of the company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of authorised but unissued share capital of the company at any time within five years from the date of passing this resolution to such person in such proportions upon such terms (except at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.

Certified true copy
[Signature]

SECRETARY

Special Resolutions

- i) That the Memorandum of Association of SC be altered with respect to the objects of that company by adopting in substitution for and to the exclusion of the present objects clause the new objects clause (Clause 3) submitted to this meeting and signed by the Chairman for the purpose of identification.
- ii) That the Articles of Association of SC be replaced by adopting the New Articles of Association submitted to this meeting and signed by the Chairman for the purpose of identification, to take effect when so resolved by the directors of SC."

Sole Member  Date 18 March 1996
as authorised representative for
Vosper Thornycroft (UK) Limited