

**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE**  
**SHAREHOLDERS OF**  
**RED STAR PARCELS LIMITED**

We the undersigned, being the only shareholder of the above-named Company, hereby pass the resolution and make records of the facts as stated below.

**IT IS RESOLVED THAT** the articles of association of the Company be amended as follows:-

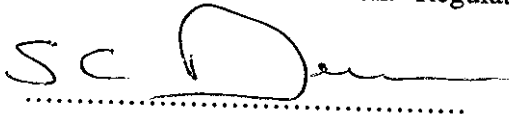
1. The second sentence of article 3 be deleted so that article 3 now reads as follows:-

"Unless and until otherwise determined by the Company in general meeting, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two".

2. The following be inserted after the existing article 3 and all following articles be re-numbered accordingly:-

**POWERS AND DUTIES OF DIRECTORS**

4. Subject to the provisions of section 317 of the Act, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

  
.....  
For and on behalf of  
Red Star Limited

11 December 1998  
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Date

