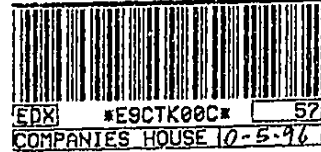


# 11-06-96

CEN755501AFK



Company No: 3166262

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

PERDALE LIMITED



NO  
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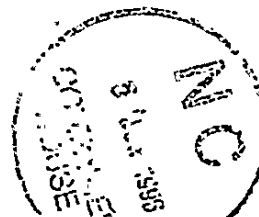
Passed the 22nd day of April 1996

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Cloth Hall Court, Infirmary Street, Leeds, LS1 2JB on the 22nd day of April 1996 the following Resolutions Nos 1, 2 and 3 were duly passed as Special Resolutions of the Company :-

## SPECIAL RESOLUTIONS

### 1. THAT:

- (1) the authorised share capital of the Company be hereby increased from £100 divided into 100 ordinary shares of £1.00 each to £21,140 divided into 21,140 ordinary shares of £1.00 each by the creation of 21,040 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares of £1.00 in the Company having the rights set out in the Articles of Association of the Company.
- (2) for the purposes of Section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £21,140 Provided



that this authority shall expire five years after the passing of this Resolution.

- (3) the Directors (being generally authorised by paragraph (2) of this Resolution for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot 21,138 ordinary shares of £1.00 each in the capital of the Company and that the provisions of Sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot Provided that this authorisation shall expire five years after the passing of this Resolution.

2. That the Memorandum of Association of the Company be amended at clause 3 thereof by :-

- (1) adopting the following new sub-clause (a)(i) commencing :-

"3. The objects for which the Company is established are :-

- (a) (i) 'To carry on the business of a commercial and industrial holding company and to incorporate or acquire in any manner the shares or capital of or any interest in any other company or firm whether a subsidiary or otherwise the acquisition of and interest wherein may appear to be beneficial to the interests of the Company and in particular but without prejudice to the generality of the foregoing to acquire the shares or capital of or any interest in any company or firm carrying on any of the businesses specified in sub-clause (ii) of this clause: to co-ordinate and manage through the holding of the shares and interests of the Company in its subsidiary and other companies and the firms and businesses in which it is interested, the businesses, activities and affairs of such companies and

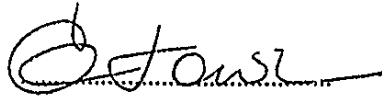
firms or any of them; to finance and aid any such companies or firms by loans, guarantees, advances, credits or otherwise; to invest the moneys of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any company, corporation, governmental or other authority, trust, firm or persons constituted or carrying on business in any part of the world and to acquire by purchase or otherwise for any estate or interest and to hold for investment real and personal property of every description or kind; to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to undertake and execute any other trusts, to enter into assist or participate in financial transactions, undertakings and businesses of every description and to carry on, develop and extend the same, or sell, dispose of or otherwise turn the same to account and generally to carry out all the functions of a commercial and industrial holding company but so that nothing herein contained shall permit or authorise the Company to traffic in investments or to deal in or dispose of the same save in connection with the carrying on of its business of holding commercial and industrial investments and securities and co-ordinating the affairs of various companies and firms in which the Company is interested.";

(2) amending line one of the existing sub-clause (a) so that it commences :-

"(a) (ii) To carry on all or any .....";

11-06-96

3. That the name of the Company be changed to "MW Encap (Holdings) Limited".



Chairman

