

Company Number: 3198298

PEBY ROAD LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company held at 167 Fleet Street, London on 14 August 1996 at 7.15 am/pm the following resolutions were passed unanimously as special resolutions of the Company,

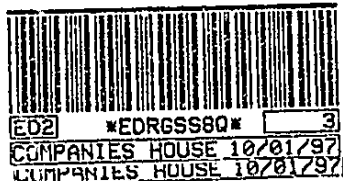
**To be proposed as
SPECIAL RESOLUTIONS
INCREASE IN AUTHORISED CAPITAL**

1. That the authorised share capital of the Company be hereby increased from £1,000 to £111,000 by the creation of:-
- (A) 75,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company;
 - (B) 50,000 'A' ordinary shares of £0.50 each; and
 - (C) 1,100,000 preference shares of £0.01 each,

all such shares having the respective rights set out in the Articles of Association of the Company as proposed to be adopted by resolution number 3 below.

**APPROVAL OF SHARE ALLOTMENT AND SHARE
SUBSCRIPTION AND EXCLUSION OF PRE-EMPTION RIGHTS**

2. (A) That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £111,000 at any time during the period of five years from the date hereof;
- (B) That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution;
- (C) That the subscription of 3i Group Plc (3i) for 50,000 'A' ordinary shares of £0.50 each in the Company representing approximately 47% of the issued equity share capital of the Company after such subscription and for 1,100,000 preference shares of £0.01 each in the Company both on the terms set out in an agreement to be entered into between the Company and 3i (a draft of which has been produced to this meeting) be and is hereby approved.



COMPANIES HOUSE 10/01/97

ADOPTION OF NEW ARTICLES OF ASSOCIATION

3. That the Articles of Association contained in the printed document produced to the meeting marked 'A' and for the purpose of identification signed by the Chairman thereof be and the same are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Chairman x  x

