

COMPANY NO: 3210050

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF TRANSPORTATION CONSULTANTS INTERNATIONAL  
LIMITED

(Pursuant to Section 378 of the Companies Act 1985)

PASSED ON

At an extraordinary general meeting of the company held at Medway Room, 4th Floor, 1 Eversholt Street, London NW1 2DN at 6.20pm on 8th December 1997 the resolution set out below was passed as a **SPECIAL RESOLUTION**

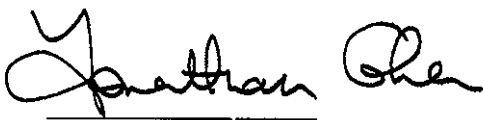
1. That the following be substituted for article 19

"The number of directors (including the Nominated Directors but excluding alternate directors) shall not be less than one but there shall be no limit on the number of directors"

2. That the following article be added as article 23(a)

In Regulation 72 the following shall be substituted for the first sentence:

"The directors may delegate (subject to such terms and conditions as they may decide) all or any of their powers to a committee consisting of such persons as the directors may appoint (whether or not they are directors but subject to at least one member of the committee being a director of the Company) including without limitation, the boards of any holding or subsidiary company of the Company or any company having the same holding company as the Company (subject to there being at least one director of the Company being a director of the board of any such holding or subsidiary company of the Company or any company having the same holding company as the Company)."

  
Chairman

