

Company No: 3397518

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

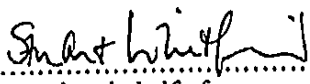
SPECIAL RESOLUTIONS
OF
WYNCHGATE HOLDINGS (1997) LIMITED
("THE COMPANY")

Pursuant to Section 381A of the Companies Act 1985 the following special resolutions were duly passed by the Company by way of written resolution :-

RESOLUTIONS

1. THAT the Memorandum of Association of the Company be altered by substituting for the existing Clause 3(A) thereof, clause 3(A) printed on the document produced to and approved by the meeting and signed for the purpose of identification by the Chairman.
2. THAT the shares in the capital of the Company be re-classified as 200 Ordinary shares of 50p each.
3. THAT the authorised share capital of the Company be and it is hereby increased to £300,950 by the creation of an additional 1,700 ordinary shares of 50p each and 300,000 preference shares of £1 each.
4. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe or to convert any security into, shares in the Company up to a maximum nominal amount of 300,000 £1 preference shares and 1900 Ordinary shares of 50p each at any time or times during the five year period immediately following the date of the passing of this resolution.
5. THAT the Articles of Association printed on the document produced to and approved by the meeting and signed for the purpose of identification by the Chairman be and they are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company.

Signed on behalf of the sole member of the Company who at the date hereof is entitled to attend and vote at any general meeting of the Company.


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For and on behalf of
Velocity Company (Holdings) Limited

Dated this 24th October 1997

