

Company No. 3679991

**THE COMPANIES ACT 1985**  
**PUBLIC COMPANY LIMITED BY SHARES**

---

**ORDINARY AND SPECIAL RESOLUTION**

of

**COUNTYROUTE LIMITED**

pursuant to Sections 123(3) and 378 Companies Act 1985  
passed on 28 January 2004

---

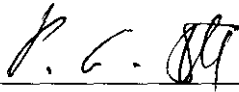
Pursuant to an extraordinary general meeting of the Company duly convened and held on 28 January 2004 the following were duly passed as **ORDINARY AND SPECIAL RESOLUTIONS** of the Company by the members entitled to receive notice of, attend and vote at general meetings of the Company.

**ORDINARY RESOLUTION**

That the authorised share capital of the Company be increased from £500,000 to £850,000 by creation of a further 350,000 Ordinary shares of £1 each ranking *pari passu*.

**SPECIAL RESOLUTION**

That, subject to the passing of the previous resolution, the directors of the Company be empowered under section 95 of the Companies Act 1985 (the Act) to allot 350,000 shares for cash pursuant to the authority conferred on them by the Articles as if section 89(1) of the Act did not apply to any such allotment. The Company may make any offer or agreement before the expiry of this power which would or might require equity securities to be allotted after it has expired, and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution.

  
Secretary



A30  
COMPANIES HOUSE

Q429  
06/02/04