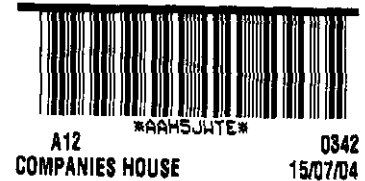


SPECIAL RESOLUTION

- of -



CLASSIC SECURITY (UK) LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company duly convened and held on 01 JULY, 2004 the following SPECIAL RESOLUTION was duly passed:-

THAT the Authorised Share Capital of the Company, currently £1,000 divided into 1,000 Ordinary Shares of £1 each, shall be subdivided into 250 A Ordinary Shares of £1 each, 250 B Ordinary Shares of £1 each, 250 C Ordinary Shares of £1 each and 250 D Ordinary Shares of £1 each. The A and B shares are to rank pari passu in all respects with the existing Ordinary Shares in the Capital of the Company, and the C and D Ordinary Shares shall have no voting rights but shall have entitlement to participate in any distribution of assets by way of dividend.

AND THAT the Directors be authorised to allot from time to time unissued shares up to the total amount of the Capital as hereby increased, such authority continuing for a period of five years from the date of this resolution and being renewable thereafter in accordance with Section 80 of the Companies Act 1985.

AND THAT Clause 5 of the Memorandum & Articles of Association be deleted and replaced by the following new Clause 5:-

5. the Company's share capital is £1,000 divided into 250 A Ordinary Shares of £1 each, 250 B Ordinary Shares of £1 each, 250 C Ordinary Shares of £1 each and 250 D Ordinary Shares of £1 each.

AND THAT the 9 Ordinary Shares currently held by Paul Townsley be reclassified as A Ordinary Shares, and the 1 Ordinary Share currently held by Charlotte Thompson be reclassified as a B Ordinary Share.

Signed:

A handwritten signature in black ink, appearing to read 'Charlotte Thompson', written over a horizontal line.

Director CHARLOTTE THOMPSON

Presented By:
Reichman & Wing Limited
134 Percival Road
Enfield EN1 1QU