

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
CODAIR 2000 LIMITED
(COMPANY NUMBER 3870380)

RESOLUTION IN WRITING



Resolution of the above Company in writing by the sole shareholder for time being entitled to receive notice of and to attend and vote at general meetings passed pursuant to the Articles of Association of the Company

SPECIAL RESOLUTION

That:

1. the share capital of the Company be divided into three classes of shares as follows: A Ordinary Shares of £1 each (which class shall include the original subscriber share in the Company); B Ordinary Shares of £1 each; and 0.5% Redeemable Preference Shares of £1 each, each such class having the respective rights set out in the new Articles of Association of the Company to be adopted pursuant to Resolution 2 below, and that the authorised share capital of the Company be increased from £100 to £1,170,000 by the creation of 39,999 A Ordinary Shares of £1 each, 678,000 B Ordinary Shares of £1 each and 452,000 0.5% Redeemable Preference Shares of £1 each;
2. the Company adopt the new Articles of Association in the form attached hereto and initialled for the purposes of identification;
3. the proposed acquisition by the Company of Codair Design & Publicity Limited on the terms of the acquisition agreement, a copy of which is attached hereto and initialled for the purpose of identification, ("the Codair Acquisition Agreement") be and is hereby approved and that the Directors (or a duly appointed committee of the Directors) be and are hereby authorised to complete the same subject to such modifications or amendments (if any) as they may consider appropriate and to do all other acts or things necessary or, in the opinion of the Directors, desirable in order to effect of facilitate such acquisition;
4. the proposed acquisition by the Company of Atlas (UK) Limited on the terms of the acquisition agreement, a copy of which is attached hereto and initialled for the purpose of identification, ("the Atlas Acquisition Agreement") be and is hereby approved and that the Directors (or a duly appointed committee of the Directors) be and are hereby authorised to complete the same subject to such modifications or amendments (if any) as they may consider appropriate and to do all other acts or things necessary or, in the opinion of the Directors, desirable in order to effect of facilitate such acquisition;

the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to the aggregate nominal amount of authorised and unissued share capital of the Company as at the date of this resolution which authority shall be in substitution for any existing authority to allot relevant securities of the Company provided that this authority shall expire on the fifth anniversary of the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of such offer as if the said authority and the said power had not expired; and

6. the Directors of the Company be and are hereby generally and unconditionally empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority contained in paragraph 5 above as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

6.1. the allotment of 30,000 A Shares, 492,000 B Shares and 198,000 Preference Shares pursuant to the Codair Acquisition Agreement; and

6.2. the allotment of 10,000 A Shares, 188,000 B Shares and 254,000 Preference Shares pursuant to the Atlas Acquisition Agreement.

Save as provided otherwise, the authorities and power contained in this paragraph 6 unless renewed, shall expire on the date expiration of the authorities conferred on the Directors by paragraph 5 above save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.


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MICHAEL RICHARD YEXLEY

Dated 29 December 1999