

Company No. 39304

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

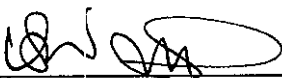
SIMPSON-MCLAREN LIMITED

SPECIAL RESOLUTION

Passed 1 March 1996

At an extraordinary general meeting of the Company held at Radcliffe House, Blenheim Court, Lode Lane, Solihull, West Midlands B91 2AA on 1 March 1996 the following resolution was passed as a Special Resolution:

"THAT the Company be wound up voluntarily, and that Mr K H Searle, FCA of Searle & Co, 1741 Warwick Road, Knowle, West Midlands B93 0LX be and is hereby appointed the Liquidator for the purposes of such winding-up."



Secretary



