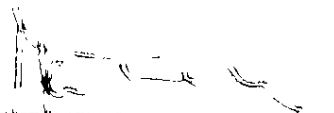


ROYAL BANK LEASING LIMITED
(Company No. 58013)

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held on the 28th day of January 1991 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

'THAT the directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot a maximum of 3,000,000 Ordinary Shares of £1 each, such authority to expire on 27 January 1996'



SECRETARY

