

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

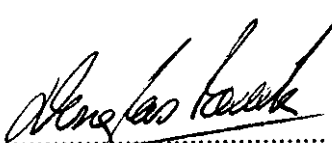
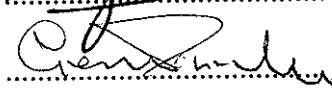
OF

PARK'S OF HAMILTON (CROFTHEAD GARAGE) LIMITED

Pursuant to Section 381A of the companies Act 1985 ("the Act")
Passed on 28th May 1996

WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

"The Directors having completed a Guarantee (in the form produced to the meeting) in respect of the obligations of those companies listed in Part 1 of the Schedule attached thereto notwithstanding that Messrs. Park, Donnachie, Mackay, Miller and Heath are also directors of all the other companies listed in the Schedule, the completion of the Guarantee and the assumption of the obligations contained therein be hereby approved by the Company".


..... Director

..... Director
