THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MOTHERWELL YOUTH ENTERPRISE CENTRE

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Members of the above company duly convened and held at Motherwell Youth Enterprise Centre, Mason Street, Motherwell, ML1 1YE on the 24th day of October Nineteen Hundred and Ninety Six the following resolution was duly passed as a Special Resolution:-

That Article 28 of the Company's Articles of Association be amended by the addition of the following phrase at the end of the first sentence.

"... provided that at all times Strathclyde European Partnership shall be entitled to appoint one Director of the Company and such appointer shall also be entitled to remove such Director and appoint another person in his or her place."

Director

