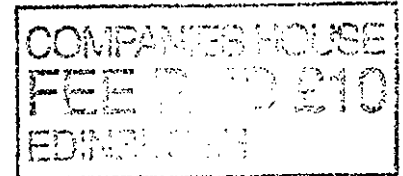


THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

VERIMAC (NO 96) LIMITED

COMPANY NUMBER: SC194348

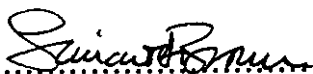
At an Extraordinary Meeting of the Company held at 48 Castle Street, Edinburgh on 23 March 1999 the following Resolutions 1 and 2 were passed as Ordinary Resolutions and Resolutions 3 and 4 were passed as Special Resolutions of the Company:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £190,000 by the creation of 189,000 Ordinary shares of £1 each, such shares to have attached thereto the rights and privileges and to be subject to the restrictions set out in the Memorandum and Articles of Association of the Company and to rank pari passu with the issued shares in the Company;
2. THAT pursuant to Section 80 of the Companies Act 1985 (as amended) and without prejudice to any existing authority under that Section, the Directors of the Company be authorised generally and unconditionally to allot up to 189,998 Ordinary shares of £1 each in the capital of the Company providing that such authority shall expire on the fifth anniversary of the passing of this Resolution.

SPECIAL RESOLUTIONS

3. THAT the name of the Company be changed to "Thomson Roddick & Medcalf Limited".
4. THAT pursuant to Section 95 of the Companies Act 1985 (as amended) the Directors of the Company be empowered to allot up to 189,998 Ordinary shares of £1 each in the capital of the Company as if Section 89(1) and sections 90(1) to (6) of the said Act and any provision for pre-emption rights in the Articles of Association of the Company did not apply to such allotment.

  
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Chairman

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