

## THE COMPANIES ACT 1985

## WRITTEN RECORD OF THE DECISIONS OF THE SOLE MEMBER

OF

ROADVERT LIMITED

(the "Company")

The following is a written record of the decisions of the sole member of the Company passed on 8TH OCTOBER 2001 for the purposes of Section 382B of the Companies Act 1985 (the "Act") (as amended):

1. That the authorised share capital of the Company be increased from £1,000 to £20,000 by the creation of £19,000 of new Ordinary Shares of £1.00 each having the rights and privileges and being subject to the restrictions as set out in the new Articles of Association referred to in Resolution 4.
2. That the Directors of the Company be and hereby generally and unconditionally authorised pursuant to Section 80(1) of the Act, to exercise all or any powers of the Company to allot relevant securities of the Company ("relevant securities" in this resolution having the meaning to that term in Section 80(2) of the Act) up to an aggregate nominal amount of £19,999 divided into 19,999 Ordinary Shares of £1.00 each provided that this authority shall expire (unless previously revoked or renewed) on the fifth anniversary of the date of the passing of this Resolution.
3. That the Directors of the Company be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities of the Company (which in this resolution shall have the meaning given to that term in Section 94(2) of the Act) pursuant to the authority conferred by Resolution 2 as if Section 89(1) of the Act did not apply to any such allotment provided that the authority given shall, unless revoked or renewed in accordance with Section 95(3) of the Act, expire when the authority conferred in Resolution 2 is revoked or expires.
4. That the regulations in the form attached hereto be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of, all existing Articles of Association of the Company.

.....  
John Dunlop Pitt  
Sole Member

8/10/01  
Date

