

02-08-93

COMPANY NO: 1342230

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY/SPECIAL RESOLUTION(S)
OF

FULLEON LIMITED/~~PLC~~

PASSED ON THE 20th DAY OF JULY 1993

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT

Southam Road, BANBURY

ON THE 20th DAY OF JULY 1993

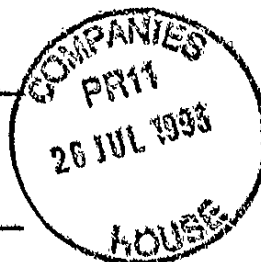
THE FOLLOWING RESOLUTION(S) * WAS/WERE DULY PASSED:-

See Attached

SIGNED *[Signature]*

* DIRECTOR/SECRETARY OF COMPANY

DATE 23rd July 1993



* Delete as appropriate

DEB 15

02-08-93

SPECIAL RESOLUTION OF FULLEON LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at

on the 20th day of July 1993, the following Special Resolution was duly passed:

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be amended as follows:

Following Clause 3 (w) the following clause is to be inserted and identified as Clause 3 (x);

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium and of any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

Certified a true copy



Chairman

23/7/1993

