

Company No. 2093821

THE COMPANIES ACT 1985

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

OF

DAUPHIN plc

At an Extraordinary General Meeting of the above named Company duly convened and held at Peter Street, Blackburn, Lancashire BB1 5LH on 19 August 1997 the following resolution was duly passed as a Special Resolution:

Special Resolution

THAT clause 4 of the Memorandum of Association of the Company be and it is hereby amended by the renumbering of paragraph (a) as (a)(iii) and the insertion of the following paragraphs (a)(i) and (a)(ii):

- "(a) (i) to carry on business as a general commercial company and, without prejudice to the generality thereof;
- (ii) to carry on all or any of the businesses of manufacturers, servicers, maintainers, repairers, hirers, letters on hire, and agents for the sale of, and dealers in office equipment, furniture, appliances and fittings, stationery and other accessories of every description, general financiers, mortgage and insurance brokers and agents, to provide persons or corporations carrying on any profession, business, trade or occupation with all office furniture and equipment, office cleaning, repairs and decorations, staff, premises, lighting, heating, telephone service, cars, transport, books, periodicals, reports, photoprinting, general printing and



stationery and all such services as may from time to time be required for the conduct and management of such profession, business, trade or occupation; and to carry on all or any of the businesses of agents, representatives, costing investigators, negotiators, intermediaries, business and efficiency experts, estimators, advertising managers, building society agents, estate agents, and property managers, valuers, printers, publishers and stationers, providers of office accommodation, and of all kinds of commercial intelligence and services, company promoters and underwriters of capital issues, dealers in stocks and shares, tourist agents, social and business organisers and dealers and contractors in, and makers, importers, and exporters of all kinds of goods and merchandise; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company."

..... *A C Taylor*
A C Taylor
Chairman