

PETHERICKS & GILLARD LIMITED

SPECIAL RESOLUTION

Company number 3164392

Held At Stow Cottage, Park Road, Paulton.

On 21st February 1996

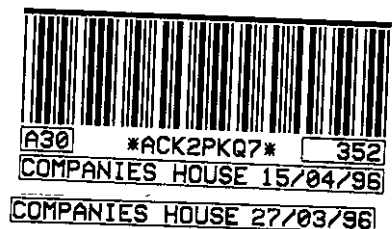
In accordance with the Companies Act 1985,

At an EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened and held at the above address on the above date,
the following SPECIAL RESOLUTION was passed:

That the Company amend the Articles of Association with the
addition of Article 22 relating to Disclosure of Interests in Shares
as attached hereto.

Signed


Director



PETHERICKS & GILLARD LIMITED

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In accordance with the Companies Act 1985

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at the above address on the above date, the following SPECIAL RESOLUTION was passed :

That the Company amend the Articles of Association with the inclusion of Article 22 as follows :

Disclosure of Interests in Shares

1. A member shall make notification to the Company of any interests he knows to be held by any person in shares which that members holds and which would be notifiable if sections 198 to 203, 208 to 210(2) and 212(1) to 212(5) of the Companies Act 1985 (in this Article, "the Act") applied in relation to the Company (but with the omission of any references to sections 204-206 and 732-733) and if any relevant regulations made under section 210A thereof so applied.
2. The company may by notice in writing require a member (and request any other person appearing to be interested in shares held by a member) to supply information to the Company as if section 212(1) to 212(5) of the Act applied in relation to the Company (but with the omission of any references to section 204-205).
3. Where :
 - a) notice is served by the Company on a member or any other person appearing to be interested in shares held by a member and that member (or other person) fails to give the Company any information required (or required) by the notice within the time specified in it; and/or

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- b) an order is made against the Company under Regulation 2.06b or 8.07a of the Audit Regulations of the Institute of Chartered Accountants in England and Wales and the Company is notified by the said Institute that the grounds upon which such order was made consisted of or included any matters relating to any person who holds shares in the Company or who has an interest in shares representing more than 3% of the aggregate in nominal value of the issued share capital in it.

The Directors may, by resolution, direct that the holder of the shares in question shall not be entitled in respect of any shares held by him to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Company.

4. The Directors may, by resolution, revoke a direction :

- a) made under these Articles if they are satisfied that the relevant facts about the shares in question have been disclosed to the Company ;
- b) made under these Articles if the order therein referred to has been revoked or has otherwise ceased to have effect;
- c) made under these Articles if they are satisfied that the shares in question are to be transferred for valuable consideration and if the Directors approve the transfer.

5. Reference in this Article to the Act include any statutory modification or re-enactment thereof and reference in this Article to the Audit Regulations of the Institute of Chartered Accountants in England and Wales include the same as from time to time amended.

Signed  Director