

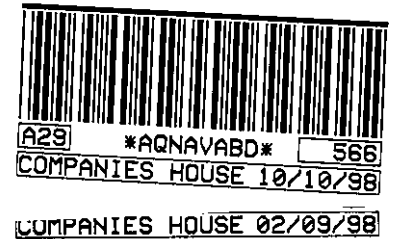
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Company No. 3573271

THE COMPANIES ACTS 1985-1989PRIVATE COMPANY LIMITED BY SHARESWRITTEN RESOLUTION

of

INHOCO 788 LIMITEDDATED: 24 August 1998

WE, the undersigned, being all the members of the above-named Company entitled to receive notice of and to attend and vote at a general meeting of the Company in respect of the resolutions set out below do hereby agree to and make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held:

Special Resolution

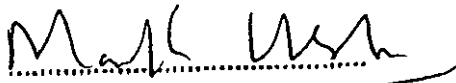
THAT:

- (a) the authorised share capital of the Company be increased to £12,000 by the creation of 1,110,000 ordinary shares of 1 penny each ranking pari passu with the existing ordinary shares of 1 penny each;
- (b) the directors be and are hereby authorised to allot relevant securities (as defined in the Companies Act 1985) up to a maximum amount in nominal value equal to the

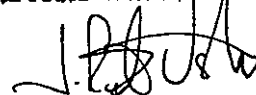
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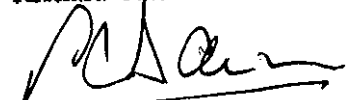
authorised but unissued share capital immediately after the increase effected by paragraph (a) of this Resolution;

- (c) that 1,000,000 of the authorised but unissued ordinary shares of 1 penny each as created by paragraph (a) of this Resolution be redesignated as A ordinary shares of 1 penny each such A ordinary shares to have those rights attached to shares of that class in the Articles of Association as adopted by paragraph (d) of this Resolution;
- (d) the Articles of Association in the format attached to this Resolution be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association;
- (e) the authority to be conferred by paragraph (b) of this Resolution be in substitution for each (if any) other authority given pursuant to the said section 80 whether contained in the Articles of Association of the Company or otherwise and each (if any) such earlier authority is hereby revoked but without prejudice to the validity of any allotment offer or agreement made pursuant to any such earlier authority before the date upon which this Resolution is passed; and
- (f) that pursuant to section 95 Companies Act 1985 the directors be empowered to allot equity securities (as defined in section 94 of that Act) pursuant to the authority conferred by paragraph (b) of this Resolution;
- (g) that the name of the Company be changed to Auto Windsoregns Group Limited.

  
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Mark Usher

  
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Simon Russell

  
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Richard Usher

  
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Philip Dawson