

18-10-96

THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 168642

SPECIAL RESOLUTION OF

EXPODISH LIMITED/A. & R. BROWNLIE LIMITED

We, the undersigned, JORDANS (SCOTLAND) LIMITED and OSWALDS OF EDINBURGH LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the Authorised Share Capital of the company be increased to £1,000,000 by the creation of 999,000 Ordinary Shares of £1.00 each.

That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this Resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed, revoked or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Date: 7th October 1996

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Signed B. A. L. Lang
(AUTHORISED SIGNATORY OF JORDANS (SCOTLAND) LIMITED)

Signed B. A. L. Lang
(AUTHORISED SIGNATORY OF OSWALDS OF EDINBURGH LIMITED)