

C/D date - 14.4.98

COMPANIES ACT 1985

COESLAW 368 LIMITED

Company number 3498073



NOTICE OF PASSING OF RESOLUTION

Section 380 Companies Act 1985

Notice is hereby given that by a written resolution passed on Monday the 30th day of March 1998 the following resolutions were duly passed (as to resolutions 1 and 4) as special resolutions of the Company and (as to resolutions 2 and 3) as ordinary resolutions of the Company.

SPECIAL RESOLUTION

1. That the name of the Company be changed to Rayner JCB Limited.

ORDINARY RESOLUTIONS

2. That the Company's authorised share capital be increased from £100 to £150,000 by the creation of 149,900 ordinary shares of £1.00 each. The new shares shall rank pari passu in all respects with the existing ordinary shares in the Company.
3. That the directors be authorised, generally and without conditions, under section 80 of the Act to allot the shares, and the rights to shares, which are defined in that section as "relevant securities". They are authorised to allot them for a period of five years from the date of this resolution. The directors may, before this authority expires, make an offer or enter into an agreement which could require them to allot relevant securities after that authority expires. They may allot relevant securities after that authority expires under the terms of such an offer or agreement. The maximum amount of relevant securities that may be allotted under this authority is £149,900.



11.1.00

SPECIAL RESOLUTIONS

4. That the requirement to offer shares to members of the Company in proportion to their existing shareholdings in Article 3(4) of the Articles of Association of the Company be disapplied in relation to the shares that the directors are authorised to allot under resolution 3.

ELECTIVE RESOLUTION

5. That pursuant to section 252 Companies Act 1985 the Company elects to dispense with the requirement to lay accounts and reports before the Company in general meeting.
6. That pursuant to section 386 Companies Act 1985 the Company elects to dispense with the obligation to appoint auditors annually.
7. That pursuant to section 366A Companies Act 1985 the Company elects to dispense with the holding of annual general meetings in and in subsequent years.

Jonathan Heale
for Cole & Cole Ltd
Director

Presenter's Name, Address and Reference:

Cole and Cole
Buxton Court
3 West Way
Oxford
OX2 0SZ

Ref: JDL