

Company Number: 2807862

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

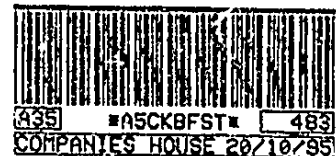
RESOLUTIONS
of
ASTON ROTHBURY GROUP PLC

Passed on 4 August 1994

At an Extraordinary General Meeting of the Company, duly convened and held at 383 Eastern Avenue, Gants Hill, Ilford, Essex on 4 August 1994 the following resolutions 1 and 3 were duly passed as Ordinary Resolutions and resolution 2 as a Special Resolution:

RESOLUTIONS

1. THAT the authorised share capital of the company be and is hereby increased from £1,000,000 to £2,000,000 by the creation of 1,000,000 Nil% Redeemable Non-Cumulative Preference Shares of £1 each, with special rights and provisions as detailed in Resolution 2.
2. THAT the existing Articles of Association be altered by the insertion of the following new Article 2:
 - "2(i) The share capital of the company is £2,000,000 divided into 1,000,000 Ordinary Shares of £1 each and 1,000,000 Nil% Redeemable Non-Cumulative Preference Shares of £1 each ("the Preference Shares") with special rights and provisions as detailed hereunder.
 - (ii) The Preference Shares shall on a winding up or other repayment of capital entitle the holders to have the assets of the company available for distribution among the members applied in priority to any other class of shares in paying to them pari passu the capital on such shares, but shall not confer any right to any surplus assets.



- (iii) The preference shares shall not confer the right to any participation in the profits of the Company.
- (iv) The Preference Shares shall not entitle the holders to receive notice of or attend or vote at any general meeting unless the business of the meeting includes the consideration of a resolution for:
 - (i) winding up of the Company or reducing its share capital; or
 - (ii) the sale of the undertaking of the company; or
 - (iii) altering the objects of the Company; or
 - (iv) varying or abrogating any of the special rights or privileges attached to the preference shares;

in which case they shall be entitled to vote on any such resolution, but on no other resolution proposed at the meeting.

- (v) (a) The Company shall redeem the whole of the preference shares on 31 December 1997, or;
 - (b) The holder of any preference shares may at any time after 31 December 1997 call upon the Company by notice in writing ("the Shareholders Redemption Notice") to redeem such shares comprised in the Shareholders Redemption Notice. The company shall within three months of the date of such notice, or as soon thereafter as the Company can comply with the provisions of the Companies Act 1985, redeem all the shares comprised in such notice.
 - (c) At the time of redemption the holder of the preference shares shall be bound to surrender to the company for cancellation the certificates for his shares which are to be redeemed together with a receipt for the moneys payable to the shareholder upon the redemption of such shares. Upon such surrender the company shall pay the shareholder the par value of the shares for which certificates have been surrendered. If any certificate so surrendered to the company shall include preference shares not then to be redeemed, a balance certificate for those shares shall be issued without charge."

AND THAT the existing Articles 2 - 17 be renumbered accordingly.

- 3. THAT the directors of the company be and are hereby authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all powers of the company to allot relevant securities of the company up to a maximum nominal value of £2,000,000 for cash consideration or otherwise and subject to the Company's Memorandum and Articles of Association at any time or times within the period of five years from the date of the passing of this Resolution.


Secretary