

NUMBER OF COMPANY: 2285007

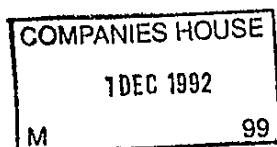
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION

OF

CDK U.K. LIMITED



Passed this 22nd day of October 1992

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 22nd day of October 1992 the following RESOLUTIONS were duly passed:-

ORDINARY RESOLUTION

1 THAT the authorised share capital be and is hereby increased from £13,000,000 divided into 13,000,000 ordinary shares of £1 each to £15,000,000 divided into 13,000,000 ordinary shares of £1 each and 2,000,000 redeemable ordinary shares of £1 each by the creation of 2,000,000 redeemable ordinary shares of £1 each having the rights and being subject to the restrictions attached thereto by the Articles of Association as amended pursuant to the next following resolution.

SPECIAL RESOLUTIONS

2 THAT the Articles of Association of the Company be amended by the insertion of the following Article:

"2 The share capital of the Company is £15,000,000 divided into 13,000,000 ordinary shares of £1 each ("ordinary shares") and 2,000,000 redeemable ordinary shares of £1 each ("redeemable ordinary shares"). The rights attaching to the redeemable ordinary shares shall be as follows:-

(a) As regards income:-

The holders of the redeemable ordinary shares shall rank pari passu with the holders of the ordinary shares in respect of any profits which the Company may determine to lawfully distribute by way of dividend in respect of any financial year.

(b) As regards capital:-

The holders of the redeemable ordinary shares shall rank pari passu with the holders of the ordinary shares in respect of assets of the Company available for distribution among the members on a winding-up of the Company.

(c) As regards voting:-

The holders of the redeemable ordinary shares shall rank pari passu with the holders of the ordinary shares in respect of their right to receive notice of and to attend members' meetings; and their entitlement to vote thereat.

(d) As regards redemption:-

Subject to the provisions of the Companies Act 1985 (as amended) the Company shall have the right to redeem at par all or any of the redeemable ordinary shares for the time being outstanding and fully paid upon giving to the holders of such of the redeemable shares as are to be redeemed not less than 28 days previous notice in writing of its intention in that behalf."

and that the existing Articles be renumbered accordingly.

3 THAT the Memorandum of Association of the Company be altered by substituting for the existing clause 5 the following clause:-

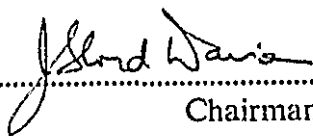
"5 The share capital of the Company is £15,000,000 divided into 13,000,000 ordinary shares of £1 each and £2,000,000 redeemable ordinary shares of £1 each."

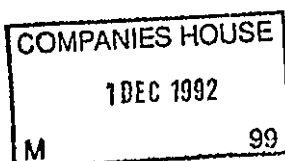
#### ORDINARY RESOLUTION

4 THAT the directors be and are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised capital of the company (£15,000,000) at any time or times during the period of five years from the date of this resolution.

#### SPECIAL RESOLUTION

5 THAT the Directors shall have the power to exercise the authority conferred upon them by resolution 4 above to allot the shares specified therein as if the rights of pre-emption contained in Article 2(b) (as numbered prior to the amendment pursuant to resolution 2 above) of the Articles of Association of the Company shall not apply to the allotment or allotments thereof.

  
.....  
Chairman



Company No.2285007

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

OF

CDK U.K. LIMITED

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company hereby pass the following resolution:

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, we, the undersigned, being all the members of CDK U.K. Limited (the "Company") for the time being entitled to receive notice of, attend and vote at General Meetings hereby unanimously pass the following Resolution as a Special Resolution of the Company and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed by a Special Resolution at a General Meeting of the Company duly convened and held:-

IT WAS RESOLVED THAT the Articles of Association of the Company be amended as follows:-


- (A) by the insertion of the following words at the end of the first sentence of Article 3 of the Company's Articles of Association:-

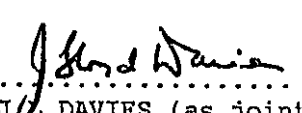
"save that no such lien shall attach to any shares, whether fully paid or not, while any such shares remain for the time being charged by way of equitable or legal charge pursuant to the charge over shares dated 1st November, 1988 between The Kendall Company ("Kendall") and Manufacturers Hanover Trust Company ("MHTC") as Agent for the Banks (each as defined therein) as amended and supplemented by (i) a First Amendment thereto dated as of August 15, 1991 between the same parties and (ii) a Deed of Amendment dated 7th July, 1992 between Kendall and Chemical Bank, as successor in title to MHTC as Agent for the Banks (each as defined therein) and as the same may be otherwise amended, varied, supplemented or modified from time to time (together, the "Shares Charge"); and

- (B) by the insertion of the following words at the end of Article 14 of the Articles of Association of the Company:-

"save that the Directors shall not refuse to register any transfer of any share or shares to the Agent or to its nominees or to any other person, firm or company, pursuant to the Shares Charge referred to in Article 3 of these Articles or the enforcement thereof (provided that such transfer is otherwise in accordance with Clauses 23 and 24 (as amended by this Article 14) of Table A) and this Article 14 shall be read and construed accordingly".

Dated 22 October 1992

  
.....  
DULY AUTHORISED FOR  
AND ON BEHALF OF THE  
KENDALL COMPANY

  
.....  
J. L. DAVIES (as joint  
holder with CDK Inc.  
of one ordinary share)