

SPECIAL RESOLUTION of
CDK U.K. LIMITED

The Companies Act 1985
No. 2285007

Passed 25 October 1988

At an extraordinary general meeting held at Grindall House,
25 Newgate Street, London EC1A 7LH on 25 October 1988 the following
resolution was passed as a special resolution:

"That the regulation in the document marked "A" and signed for
identification by the chairman of the meeting be hereby
adopted as an ammendment by way of an addition to
regulation 12 of the articles of association of the Company".

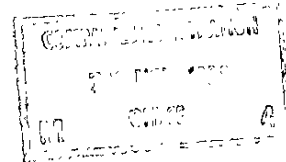
J. Appleyard
Secretary

Justin Appleyard

Presented by:

FRESHFIELDS
Grindall House
25 Newgate Street
London EC1A 7LH

(MALG/JWA/52180G)



DOCUMENT MARKED "A"

12(c) A meeting of the Directors may subject to notice thereof having been given in accordance with these Articles be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or audio-visual communications media with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of Directors participating in such communication is not less than the quorum stipulated by these Articles. A resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

Justin Appleyard