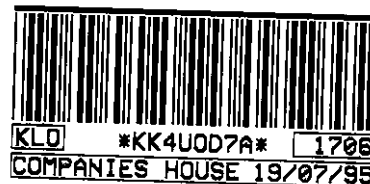


No. 2836071



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

BENJAMIN SHAW (PONTFRAC) LIMITED

BY RESOLUTIONS IN WRITING of the Company passed on 17 JULY 1995 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

- 1 THAT the 102 'A' Shares of £1 each and the 98 'B' Shares of £1 each in the capital of the Company be and are hereby re-designated as Ordinary Shares of £1 each to rank pari passu in every respect.
- 2 THAT the regulations contained in the printed document produced to the Meeting and signed by Mr S E G Lester for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing articles of the Company.

.....
Secretary

Hackwood Secretaries Limited (RJA)
Barrington House
59-67 Gresham Street
London EC2V 7JA
Tel: 071 606 7080

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