

Company No 3162838

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

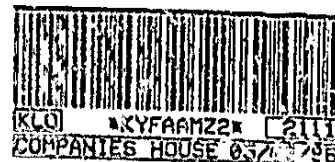
of

HAWKSPARK LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London, EC1A 4JJ on 27 June 1996 the following resolutions were passed in the case of resolutions 1,2,3 and 4 as ordinary resolutions and in the case of resolutions 5 and 6 as special resolutions:

ORDINARY RESOLUTIONS *End 7*

1. THAT each of the existing issued 2 ordinary shares of £1 each in the capital of the Company be subdivided and converted into 100 "A" Ordinary Shares of 1p each.
2. THAT each of the existing unissued 98 ordinary shares of £1 each in the capital of the Company be subdivided and converted into 100 "A" Ordinary Shares of 1p each.
3. THAT the authorised share capital of the Company be increased to £148,621.05 by the creation of 41,905 "A" Ordinary Shares, 800,000 "B" Ordinary Shares, 13,920,000 Preference Shares and 100,000 Unclassified Shares.
4. THAT the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot all relevant securities of the Company (within the meaning of that section) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date of the passing of this resolution.



SPECIAL RESOLUTIONS

5. THAT subject to the passing of resolution 4, the directors be empowered, pursuant to section 95 of the Companies Act 1985 (the "Act"), to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 4 as if section 89(1) of the Act did not apply to the allotment, such power expiring five years after the date of the passing of this resolution.
6. THAT subject to the passing of resolutions 1 to 5, the new Articles of Association set out in the form of the draft produced to the Meeting initialled by the Chairman for the purposes of identification be adopted in substitution for the existing Articles of Association of the Company.
7. THAT the terms of the Transaction Documents and the Senior Finance Documents as defined in the Facilities Agreement dated 29 June 1996, a draft of which was produced to the Meeting, be and are hereby approved.



Chairman