

No. of Company: 312540

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

RESOLUTIONS

-of-

Jessups Motor Group Limited

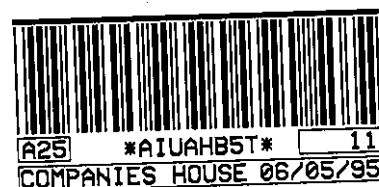
Passed: 25th April 1995

At the Annual General Meeting of the Company, duly convened and held at Seton House, Warwick Technology Park, Gallows Hill, Warwick CV34 6DE on 25th April 1995 the following resolutions were duly passed as indicated below:

RESOLUTIONS

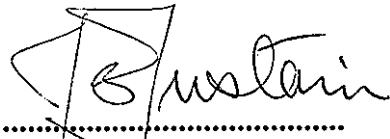
As elective resolutions

1. THAT pursuant to the provisions of section 80A of the Companies Act 1985, the Company elects that the provisions of such section 80A shall apply, instead of the provisions of section 80(4) and (5) of that Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under such section 80.
2. THAT pursuant to the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. THAT pursuant to the provisions of section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
4. THAT pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.
5. THAT pursuant to the provisions of sections 369(4) and 378(3) of the Companies Act 1985, the Company elects that the provisions of paragraphs (a) and (b) of both of those sections shall have effect in relation to the Company as if for the references to 95 per cent contained therein there were substituted references to 90 per cent or such greater percentage as may subsequently be determined by the Company in general meeting.



As an ordinary resolution

THAT pursuant to the provisions of sections 80 and 80A of the Companies Act 1985 and subject to the passing of the elective resolution numbered 1 in the notice convening this meeting, the Directors are generally and unconditionally authorised for an indefinite period to exercise all the powers of the Company to allot relevant securities as defined by such section 80, provided that the maximum amount of such securities which may be allotted under this authority (within the meaning of such section 80) is £500,000; the authority granted by this resolution is in substitution for any authority to allot relevant securities previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked.


.....
Chairman of the Meeting