

Company Number: 242246

**The Companies Act 1985 and 1989
Private Company Limited by Shares**

Special and Ordinary Resolutions

of

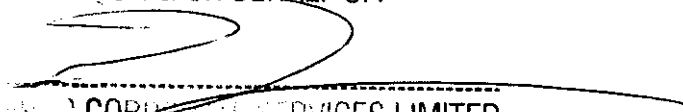
**SERCO LIMITED
("the Company")**

On 25 October 2006, pursuant to Section 381A of the Companies Act 1985, the following resolution numbered 1 was duly passed as an Ordinary Resolution and resolution numbered 2 was duly passed as a Special Resolution:

1. THAT all the 50,000 issued and unissued Redeemable Preference Shares of £1 each in the capital of the Company be converted into 50,000 Ordinary Shares of £1 ranking pari passu in all respects with the existing Ordinary Shares of the Company
2. THAT the Articles of Association of the Company be amended as follows:
 - THAT Article 4A be amended to read as follows:

"The authorised share capital of the Company at the date of the adoption of these articles is £200,000 divided into 200,000 ordinary shares of £1 each."
 - THAT Article 4B be deleted and Article 4 be renumbered accordingly.

SIGNED FOR & ON BEHALF OF:


CHILL CORPORATE SERVICES LIMITED
Secretary

Company Secretarial
Serco Limited
Serco House
16 Bartley Wood, Business Park
Bartley Wood
Hook
Hampshire RG27 9UY

