

J.V.WHITE (NORTHERN) LIMITED

(Registered No. 349188)

AT an EXTRA-ORDINARY GENERAL MEETING of the above named Company, duly convened, and held at the Registered Office of the Company on the 7th April 1999, the following four resolutions were passed as Special Resolutions:-

1. That the Articles of Association of the company be and are hereby altered as follows:-

By inserting the following new Article 5A after the end of the existing Article 5.

5A Subject to the provisions of Part V of the Companies Act 1985 the company may:-

- (a) pursuant to s 159 of that Act issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the shareholder on such terms and in such manner as shall be provided by the articles of the company;
 - (b) pursuant to s162 of that Act purchase its own shares (including any redeemable shares);
 - (c) pursuant to s 171 of that Act make a payment out of capital in respect of the redemption or purchase
 - (d) pursuant to s 155 of that Act give financial assistance for the purchase of its own shares;
- (Regulations 3 and 10 of Table A Companies Act 1948 shall not apply to the company.)
2. That the company be and is hereby granted authority in accordance with Article 5A of its Articles of Association and Part V of the Companies Act 1985 to purchase its own shares in pursuance of and on the terms of the proposed contract between the Company and Karen Elizabeth Harrison.
 3. That the terms of the contract proposed to be made between the Company of the one part and Karen Elizabeth Harrison of the other part for the off-market purchase of 843 Ordinary £1 Shares in the company for the sum of £10,000, the terms whereof are set out in the written draft produced to this meeting and initialled for the purposes of identification by the Chairman, be and is hereby authorised and approved.
 4. That if and in so far as Articles 11 and 12 of the company's articles would (but for this resolution) have to be complied with before the terms of the proposed contract authorised by Resolution 3 above may be properly fulfilled, the said Articles shall be waived.

We hereby certify that the above is a true record of the four Special Resolutions passed at an Extra -Ordinary General Meeting of the Company on 7th April 1999

Signed by Amolignaux Director/Secretary
Dated 9/4/99

