

Company Number: 469426



THE COMPANIES ACTS 1985 TO 1989

SPECIAL RESOLUTION

of

J W HURDISS LIMITED

(Passed 1st October 1998)

By a Resolution in Writing complying with Section 381A of the Companies Act 1985 and dated 1st October 1998 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

Amendments to Objects Clause of Memorandum of Association

1. That clause 3 of the Memorandum of Association of the Company be amended by the addition of the following sub-clauses as new sub-clauses (hh) and (ii) respectively, such new sub-clauses to be inserted in clause 3 immediately following existing sub-clause (gg) and by redesignating the existing sub clauses (hh) and (ii) accordingly:-

"(hh) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company or by both such methods or by any other means whatever, the discharge and performance respectively of the liabilities and obligations of and the repayment or payment of any monies whatever by any person, firm or company, including (but not limited to):-

- (i) the discharge and performance respectively of any liabilities and obligations whatever of, and the repayment or payment of any monies whatever owed by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the company or another subsidiary of the Company's holding company (the terms "holding company" and "subsidiary" having the meanings given to them by Section 736 of the Companies Act 1985) or otherwise associated with the Company in business; and

- (ii) the discharge and performance respectively of any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company (as that term is defined by Section 736 of the Companies Act 1985) insofar as the giving of any such guarantee or other support or security is not prohibited by law; and
 - (iii) the repayment or payment of the principal amounts of, and all premiums, interest and dividends on, any borrowings and securities.
- (ii) To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as that term is defined by Section 736 of the Companies Act 1985) for the time being and/or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law."

Amendment to Articles of Association

That Regulation 4 of the Articles of Association of the Company be deleted and be replaced with a new Regulation 4 as follows :-

"4 The following Regulations of Table A shall not apply to the Company that is to say those numbered 10, 24, 53 and 79"


.....
Director

- (ii) the discharge and performance respectively of any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company (as that term is defined by Section 736 of the Companies Act 1985) insofar as the giving of any such guarantee or other support or security is not prohibited by law; and
 - (iii) the repayment or payment of the principal amounts of, and all premiums, interest and dividends on, any borrowings and securities.
- (ii) To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as that term is defined by Section 736 of the Companies Act 1985) for the time being and/or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law."

Amendment to Articles of Association

That Regulation 4 of the Articles of Association of the Company be deleted and be replaced with a new Regulation 4 as follows :-

"4 The following Regulations of Table A shall not apply to the Company that is to say those numbered 10, 24, 53 and 79"


.....
Director