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**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF**  
**DEREK COOPER (TRANSPORT) LIMITED**

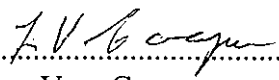
**PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985**

**Passed on 13th March 1998**

We, the undersigned members of the above named Company, being all the members who, at the date hereof, would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

1. That the existing authorised share capital of the Company of 10,000 £1.00 ordinary shares be divided into 1,000 £1.00 'A' ordinary shares and 9,000 £1.00 'B' ordinary shares, and that the shares converted into £1.00 'A' ordinary shares are 1,000 of the shares registered in the name of Derek Gerald Cooper at the date of this resolution. ✓ L.V.C. D.C.
2. That Article 9 of the articles of association of the Company be abrogated, and that the new Article 9, which follows, be adopted in its place:  
  
"9. On a show of hands, every member present in person shall have ten votes for each £1.00 'A' ordinary share of which he is the holder and, on a poll, every member shall have ten votes for each £1.00 'A' ordinary share of which he is the holder. On a show of hands, every member present in person shall have one vote for each £1.00 ordinary share of which he is the holder and, on a poll, every member shall have one vote for each £1.00 ordinary shares of which he is the holder. In all other respects, the £1.00 'A' ordinary shares and the £1.00 ordinary shares shall rank pari passu."

  
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Derek Gerald Cooper

  
.....  
Lena Vera Cooper

