

# 10-01-96

Company Number: 893104

THE COMPANIES ACT 1985

ORDINARY RESOLUTIONS

OR

TOZER KEMSLEY AND MILLBOURN AUTOMOTIVE LTD

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held on 19th December, 1995 at 40 Church Street Staines Middlesex TW18 4EP the following resolutions were duly passed as Ordinary Resolutions:

"That the authorised share capital of the Company be increased to £20,000,000 by the creation of 19,000,000 additional Ordinary Shares of £1 each ranking pari passu in all respects with the existing share capital of the Company"

"That with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum of £20,000,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority."

Secretary

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CERTIFIED A TRUE COPY  
SECRETARY/DIRECTOR  
JUNE

