

[COPY]

special resolution(s)**J3782****name of company****Company Number**

9930900

ROBERTS AND PARTNERS LIMITED

Limited

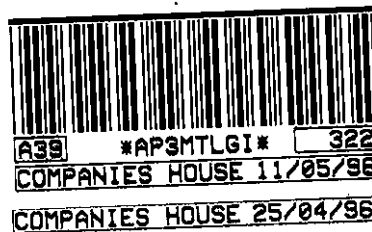
At an Extraordinary General Meeting of the members of the above-named company, duly convened and

held at ELM WORKS, PINFOLD LANE, ALLTAMI, MOLD, FLINTSHIRE

on the 15TH day of APRIL 19 96

the following SPECIAL RESOLUTION(S) was/were duly passed:-

THE COMPANY CANCEL 300 OF ITS OWN £1 ORDINARY SHARES IN ACCORDANCE
WITH S122 OF THE COMPANIES ACT 1985



SIGNED

15.4.96

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.