

25 - 09 - 98

Company number : 2960433

C B FINANCIAL PLANNING LIMITED

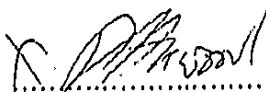
We the undersigned, being all the members of the company, hereby resolve as special resolutions

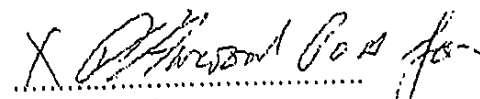
1. THAT the A & B shares in the company all be reclassified as ordinary shares ranking pari passu in all respects, and
2. THAT the company's articles of association be amended as follows :
 - (a) Removal of all references to A and B shares; that is, the deletion of articles 7, 8 9(i)-(iii), 14K(ii) & (v), 14Q, 16 (but only from '... provided that so long ...' to the end), 17 (but only '... of one "A" shareholder and one "B" shareholder ...' in the penultimate line), 19-21 inclusive, 23-27 inclusive and 37 (but only from '... the shares allotted to holders ...' to the end).
 - (b) The replacement in article 33 of '... of one "A" director and one "B" director ...' by '... a majority of directors ...'
 - (c) The consequential renumbering of all articles accordingly.

and we hereby formally consent to

- the variation of our class rights occasioned by the redesignation of shares by resolution 1 above, and
- the transfer of 600 shares from A O Harwood to Chiltern Group plc, as required by existing article 14K(i).

Dated this 18th day of September 1998.


.....
A O Harwood


.....
S H Harwood

IJD

