

Company Number 3053333



THE COMPANIES ACT 1985

WRITTEN
SPECIAL RESOLUTIONS

OF

STALBRIDGE LINEN SERVICES LIMITED

(the "Company")

(Passed on 28th January 2000 .

as written



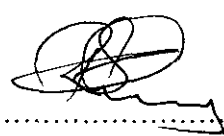
We, the undersigned being all the members of the Company having the right to attend and vote at General Meetings of the Company approve the passing of the Resolutions set out below under the provisions of the Company's articles of association ~~to the effect that such resolutions shall be deemed to be effective as if they had been passed as special resolutions at a general meeting of the Company duly convened and held.~~

WRITTEN

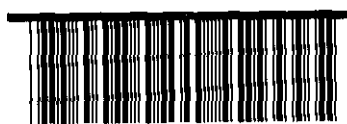


SPECIAL RESOLUTIONS

1. THE terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of
 - (a) a facility agreement between, inter alios, Johnson Service Group plc (1), the original Borrowers (2), the Original Guarantors (3), Greenwich NatWest Limited as Arranger (4), the Banks (4) and National Westminster Bank Plc as Agent (6) each as defined therein (the "Facility Agreement") providing for a term loan facility of £62,000,0000 and a revolving credit facility of £75,000,000 be approved; and
 - (b) an overdraft facility agreement between, inter alios, Johnson Service Group Plc, the Company and National Westminster Bank Plc as overdraft bank (the "Overdraft Facility Agreement") providing for overdraft facilities of £7,000,000 be approved.
2. THAT the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the Facility Agreement and the Overdraft Facility Agreement is in the best interests of the Company.



.....on behalf of
JOHNSON SERVICE GROUP PLC



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COMPANIES HOUSE

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03/02/00

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