

Company No. 3338182

THE COMPANIES ACTS 1985 & 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

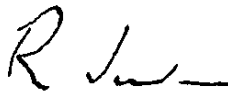
OVAL (1185) LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ at 10:30 am on 9 May 1997 the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

1. That the one issued share of £1 in the capital of the Company be subdivided into 100 shares of 1p each and reclassified as ordinary shares of 1p each having the rights set out in the new Articles of Association referred to in resolution 4.
2. That the 99 unissued shares of £1 each in the capital of the Company be subdivided into 9,900 shares of 1p each and reclassified as ordinary shares of 1p each having the rights set out in the new Articles of Association referred to in resolution 4.
3. That the authorised capital of the Company be increased to £10,000 by the creation of 990,000 ordinary shares of 1p each, having the rights set out in the new Articles of Association referred to in resolution 4.
4. That the articles of association in the form of the draft produced to the meeting and initialled by the Chairman be adopted as the new Articles of Association of the Company in replacement of the existing Articles of Association of the Company.

5. That the directors be authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £10,000 in the form of up to 1,000,000 ordinary shares of 1p each, in accordance with the Shareholders Agreement dated 9th May 1997 for a period expiring on 9th May 1998.
6. That section 89(1) of the Act shall not apply to the allotment of equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 5.
7. That the name of the Company be changed to "PC Cox (Holdings) Limited".



CHAIRMAN