



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ROADTOPIC ENTERPRISES LIMITED

Passed 15th September 1998

3518 305

Written Resolution

of all the member(s) of the Company pursuant to regulation 53 of the articles of association of the Company

We, being the sole members of the Company who at the date of this Written Resolution, would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows:

Redesignation of Share Capital

1. THAT:
 - 1.1 the one issued ordinary share of £1 in the capital of the Company registered in the name of Ethel Austin Properties Holdings Limited be redesignated as an "A" ordinary share of £1 having the rights and being subject to the restrictions set out in the new Articles of Association adopted pursuant to resolution 3 below
 - 1.2 499 of the unissued ordinary shares of £1 each in the capital of the Company be redesignated as "A" ordinary shares of £1 each having the rights and being subject to the restrictions set out in the new articles of association of the Company adopted pursuant to resolution 3 below
 - 1.3 the one issued ordinary share of £1 in the capital of the Company registered in the name of Emery Farm Estates Limited be re-designated as a "B" ordinary share of £1 having the rights and being subject to the restriction set out in the new articles of association of the Company adopted pursuant to resolution 3 below
 - 1.4 499 of the unissued ordinary shares of £1 each in the capital of the Company be redesignated as "B" ordinary shares of £1 each having the rights and being subject to the restrictions set out in the new articles of association of the Company adopted pursuant to resolution 3 below

Approval of Share Allotment and Exclusion of Pre-Emption Rights

- 2.1 THAT the directors are unconditionally authorised for the purposes of section 80 Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to a total issued

share capital of the Company of £1,000 at any time during the period of 5 years from the date hereof

- 2.2 THAT by virtue of section 95(1) Companies Act 1985 section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution

Adoption of New Articles of Association

3. THAT the articles of association, a copy of which is attached hereto and initialled by all the members for the purposes of identification, be and are hereby adopted as the new articles of association of the Company in substitution for its existing articles of association

DATED 15th September 1998

S. Austin

For and on behalf of
Ethel Austin Properties Holdings Limited

David Webb

For and on behalf of
Emery Farm Estates Limited