

Company No. 3364571

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

AWE MANAGEMENT LIMITED

Written record under s382B Companies Act 1985 (as amended)
of decision (which may be taken by the Company in general meeting)
taken by the sole member of the Company
on 24th November 1999

The following Resolutions, having effect as Ordinary Resolutions, were approved on the above date by the undersigned sole member of the Company:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £15,000,000 by the creation of 14,999,900 shares of £1 each.
2. THAT the authorised but unissued share capital of the Company be re-classified into three classes of shares as follows: 5,000,000 A shares of £1 each and 5,000,000 B shares of £1 each and 4,999,998 C shares of £1 each.
3. THAT the two issued shares in the capital of the Company be re-classified as C shares of £1 each ranking pari passu in all respects with the C shares of £1 each described in 2 above.
4. THAT the directors be generally and unconditionally 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 £14,999,998 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.



The following Resolutions, having effect as Special Resolutions, were approved on the above date by the undersigned sole member of the Company:-

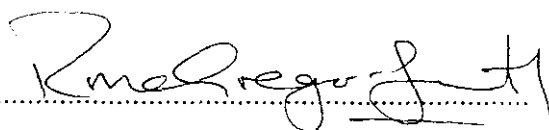
SPECIAL RESOLUTIONS

5. THAT, subject to the passing of resolution 4, the directors be generally empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 4 as if section 89(1) of the Act did not apply to the allotment. This power expires when the authority conferred by resolution 4 is revoked or would, if not renewed, expire, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement.
6. THAT the articles of association in the form attached be adopted as the articles of association of the Company.

The following Resolutions, having effect as Elective Resolutions, were approved on the above date by the undersigned sole member of the Company:-

ELECTIVE RESOLUTIONS

7. THAT, in accordance with sections 252 and 379A of the Act, the Company elects to dispense with the laying of accounts and reports before the company in general meeting.
8. THAT, in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.
9. THAT, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.
10. THAT, whilst the election made by resolution 9 remains in force, the remuneration of the auditors be fixed by the directors.



For and on behalf of Serco Limited (sole member)

Dated 25th November 1999