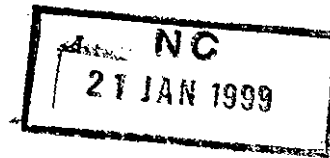


Number of Company : 3671960

The Companies Act 1985



COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s.378 (2) of the Companies Act 1985)

of

AUTOMATED CONTROL SERVICES LTD

Passed 19th January 1999

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 81A Corbets Tey Road, Upminster, Essex, RM14 2AJ on the 19th day of January 1999

the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

"that the Memorandum and Articles of Association now produced to the Meeting and initialled by the Chairman for the purpose of identification be and the same is adopted as the Memorandum and Articles of Association of the Company in replacement and to the entire exclusion of those at present in force".

CHAIRMAN.....

Filed by:

RAPID COMPANY SERVICES LIMITED
81A CORBETS TEY ROAD
UPMINSTER
ESSEX RM14 2AJ



TEL: 01708 225025

FAX: 01708 225100

Note:- To be filed within 15 days after the passing of the Resolution.