Company No.3739397

THE COMPANIES ACT 1985

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ROADSIDE PROPERTIES LIMITED

I, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby resolve as follows and agree that the said resolution shall for all purposes be as valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held:

1   That:

(a)   That the authorised share capital of the Company be increased from £1,000 to £2,000 by the creation of an additional 1,000 ordinary shares of £1.00 each, such additional shares ranking pari passu with the existing ordinary shares in the capital of the Company.

(b)   That each ordinary share of £1 each in the authorised share capital of the Company (both issued and authorised), be redesignated as an 'A' Ordinary share of £1.00 each in the capital of the Company, such shares having the same rights attached to them as the ordinary shares of £1.00 prior to such redesignation.

(c)

(i)   That in accordance with section 80 of the Companies Act 1985, the directors of the Company are hereby generally and unconditionally authorised to exercise all powers of the Company to allot and grant options over relevant securities of the Company (as defined in that section) up to a maximum nominal amount equal to the nominal amount of the Company's unissued share capital to such persons at such times and upon such terms and conditions as they may determine (subject to the provisions of the Company's Articles of Association).

(ii)   This authority shall expire on the fifth anniversary of the passing of this resolution, although the Company may make an offer or agreement before that date which would or might require relevant

securities to be allotted after that date, in which case the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

Dated 9th July 1999 at 11.45

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Terry Smith