

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
PARK'S OF HAMILTON (HOLDINGS) LTD

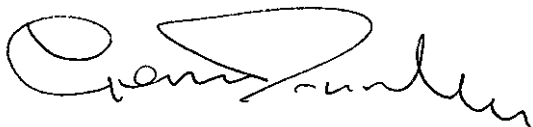
Passed 25 March 1997

At an EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held at 20 Bothwell Road, Hamilton on the twenty fifth day of March Nineteen hundred and ninety seven the subjoined Special Resolution was duly passed, viz:-

RESOLUTION

THAT

- 1) Pursuant to the authority given by and the directions contained in the resolution of the Company passed at the extraordinary general meeting held this day, the sum of £5,000,000 therein referred to be capitalised and appropriated as therein set out.
- 2) 5,000,000 ordinary shares of £1 each credited as fully paid be and are hereby allotted to the persons and in the numbers as follows;
 - i) 4,900,000 ordinary shares of £1 each to Douglas Ireland Park
 - ii) 100,000 ordinary shares of £1 each to Isobel Wilkinson Park
- 3) The Secretary be and is hereby instructed to enter the names of the said persons in the register of members of the Company as the holders of the said shares and to file Forms G88(2) and G88(3) with the Registrar of Companies and that any two directors or one director and the Secretary be and are hereby authorised to issue appropriate share certificates to the allottees.



Director.

