

THE COMPANIES ACT 1985

NOTICE OF RESOLUTION

BUSINESS AIR LIMITED

NO. 104657

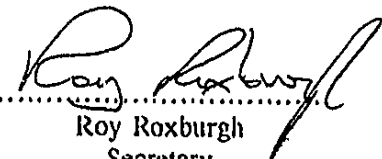
NOTICE IS GIVEN that at an Extraordinary General Meeting of the members of Business Air Limited ("the Company") held at Kirkhill Business House, Howemoss Drive, Dyce, Aberdeen on 26th January, 1996 at 12 noon the following resolutions were duly passed as ordinary and special resolutions of the Company:

Ordinary Resolutions

1. That the authorised share capital of the Company be increased from £124,253 to £1,124,253 by the creation of an additional 1,000,000 ordinary shares of £1 each, such shares ranking pari passu in all respects with and having the same rights and being subject to the same restrictions as the ordinary shares in the capital of the Company in issue on the date of passing of this resolution.
2. That the directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot and issue up to 1,000,000 shares in the capital of the Company before 30th April, 1996 (on which date this authority shall expire) and the directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine.

Special Resolution

3. That, provided resolution 2 is duly passed at the meeting, the directors be empowered to allot the shares which they are so authorised to allot pursuant to that authority as if Section 89(1) of the Companies Act 1985 (offers to shareholders to be on a pre-emptive basis) did not apply to the allotment.

  
.....  
Roy Roxburgh  
Secretary

