

THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER: 3233431

ORDINARY RESOLUTION OF

ANDERSONS (DENTON HOLME) LIMITED

By written resolution of all the members pursuant to Section 381A of the Companies Act 1985 the following Ordinary Resolutions were passed on 31 January 1997:

It is resolved:

1. THAT the capital of the Company be increased from £1000 to £50,000 by the creation of 49,000 ordinary shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.

2. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Signed



Director/Secretary

Presentor

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