

DECOPAC LIMITED

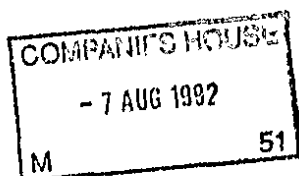
SPECIAL RESOLUTION

(Passed at an Extraordinary General Meeting
of the Company duly convened and held
on the 6th day of August 1992)

That the Articles of Association of the Company be altered by the addition of the following new Article 11:-

"11. The share capital of the Company at the date of the adoption of this Article is £20,000 divided into 18,250 ordinary shares of £1 each ("ordinary shares"), and 1,750 preference shares of £1 each ("preference shares") having the following rights and being subject to the following restrictions:-

- (i) As regards income, the preference shares shall confer on the holders thereof the right to be paid out of the profits of the Company which the directors shall decide to distribute in each financial year a preferential fixed dividend at the rate of 10% (inclusive of associated tax credit) on the capital for the time being paid up, or credited as paid up, on the same, such dividend being due on the 30th June in



each year.

(ii) As regards capital, on a return of the assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after payment of its liabilities, shall be applied first in paying to the holders of the preference shares the sum paid up or credited as paid up thereon; and secondly in distributing the balance between the holders of the ordinary shares in due proportion.

(iii) As regards voting, the holders of the preference shares shall be entitled to one vote for every preference share held. Any resolution of the company increasing the capital of the company or allotting or authorising directors to allot shares or otherwise diminishing the percentage of the votes capable of being cast in general meeting on any matter attaching to the holders of the preference shares in issue at the date hereof or a resolution for winding-up the company shall be deemed a resolution varying and abrogating the class rights attaching to the preference shares."



CHAIRMAN