

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TRACEDANCE LIMITED

Passed on the 14<sup>th</sup> day of February 1997

We the undersigned being all the members of Tracedance Limited as at the date of the passing of this Resolution and being the only persons entitled to receive notice of and vote at General Meetings of the said Company hereby resolve for the purposes of section 320 of the Companies Act 1985 that the arrangements proposed whereby Specialised Investigation Services Limited (a wholly owned subsidiary of the Company) shall sell to Mr. Stephen Paul Hayes a director of the Company the property and assets of Specialised Investigation Services Limited set out and at the price specified in the attached Memorandum (which is initialled by us) be and are hereby approved and the Directors of Specialised Investigation Services Limited be and are hereby authorised to complete the arrangements and to waive, amend or vary or extend any terms and conditions of the arrangements and to do all other acts or things necessary or in the opinion of the Directors desirable in order to effect or facilitate such arrangements.

  
STEPHEN PAUL HAYES

  
Attorney duly authorised to sign for  
and on behalf of FEARLESS LIMITED



MEMORANDUM

Property

4 Pendlebury Road  
Gatley

Title No.

GM243697

Price

£10,000<sup>8,755</sup> together with and  
subject to the amounts  
outstanding pursuant to the  
Loan Agreement dated 25th  
October 1993 and the Legal  
Charge dated 18th April  
1994 with and in favour of  
The Co-operative Bank plc

Asset

Motor Vehicle

Reg. No. Make

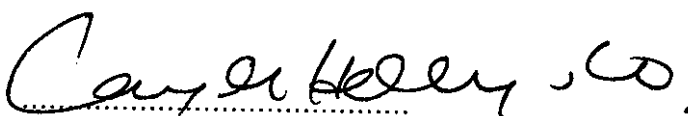
Jaguar XK8 - Coupe  
P625 NLG

Price

£7,500<sup>8,755</sup> together with and  
subject to the Hire Purchase  
Agreement with Sovereign  
Finance plc

The Prices shown above are all inclusive of Value Added Tax as applicable.

We hereby notify the Company pursuant to S. 381B of the Companies Act 1985 that in our opinion the Resolution does concern us as Auditors but need not be considered by the Company in General Meeting.



Cowgill Holloway & Co.  
Auditors to the Company