

COMPANY NO: 398742

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF

"ROYAL BLUE" TRANSPORT COMPANY LIMITED

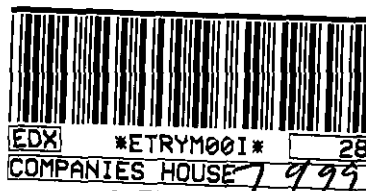
At a General Meeting of the above-named Company, duly convened and held at
The Garage, Isham Road, Pytchley, Kettering, Northants
on the11th.....day of ..NOVEMBER.....1998

the following resolution was duly passed:-

That the proposed contract between the Company and the executors of Tadeusz Josef Bietzk for the purchase by the Company of 100 Ordinary fully paid £1 shares in the capital of the Company upon the terms of the agreement attached hereto be and is hereby approved in accordance with Section 164 of the Companies Act 1985.

Signed *R. Church*
Director/Secretary

Date 16/7/98
Date



"ROYAL BLUE" TRANSPORT COMPANY LIMITED

AGREEMENT FOR PURCHASE OF SHARES

THIS AGREEMENT sets out the proposed terms agreed between Myra Olive Sergeant and Hilda Marion Bietzk, as executors of Tadeusz Josef Bietzk, ("the Vendors") and "Royal Blue" Transport Company Limited, whose registered Office is situated at Isham Road, Pytchley, Kettering, Northants ("the Purchaser").

- A) The Purchaser is a Company incorporated on 21st September 1945 with registered number 398742 and whose authorised share capital is £20,000 divided into 20,000 Ordinary shares of £1 each, of which 5,100 are issued and fully paid.
- B) The Vendors are resident in the United Kingdom and are, as executors of the estate of Tadeusz Josef Bietzk, the registered holder and beneficial owner of 100 Ordinary shares of £1 each in "Royal Blue" Transport Company Limited and have agreed to sell and the Purchaser has agreed to purchase all 100 shares subject to and on the terms and conditions hereinafter appearing.

It is hereby agreed as follows:-

1. The transaction is conditional upon the following being satisfied on or before the date fixed for completion as hereinafter mentioned.
 - (a) The Purchaser being authorised by its Articles of Association to purchase its own shares, and
 - (b) The terms of this Agreement having been approved by a Special Resolution of the Purchaser and all rights of pre-emption in the shares having been waived
2. The Vendor shall sell and the Purchaser shall purchase the shares free from all liens charges and encumbrances and together with all rights attaching thereto.
3. The consideration for the sale and purchase of the shares shall be eight hundred pounds (£800) which shall be paid in cash upon completion, all such sums being paid out of the capital reserves of the Purchaser.
4. Completion of the said sale and purchase shall, subject to the satisfaction of the conditions hereinbefore contained, take place on or before 7th August 1998 at the registered office of the Purchaser or such other place as the Purchaser may reasonably require, when the Vendor shall deliver to the Purchaser share certificates in respect of the shares for cancellation by the Purchaser, and the Purchaser shall pay to the Vendor the sum of eight hundred pounds (£800).