

THE COMPANIES ACT 1985 AND 1989PRIVATE COMPANY LIMITED BY SHARES

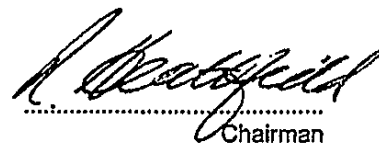
ELECTIVE RESOLUTIONS OF

WILTSHIER CONSTRUCTION (THAMES VALLEY) LIMITED

At an extraordinary general meeting of the company held at Manor Court, High Street, Harmondsworth, Middlesex, UB7 0AQ, on Thursday 27th November, 1997, the following resolutions were duly passed as elective resolutions :-

ELECTIVE RESOLUTIONS

- 1 THAT, in accordance with sections 252 and 379A of the Companies Act 1985 (the "Act"), the Company elects to dispense with the laying of accounts and reports before the company in general meeting.
- 2 THAT, in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.
- 3 THAT, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.
- 4 THAT, in accordance with sections 80A(1) and 379A of the Act, the Company elects that the provisions of Section 80A of the Act apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after this election, of an authority under that section.


.....
Chairman

