

CERTIFIED A TRUE COPY

[Handwritten signature]

COMPANY SECRETARY

KIRBY MACLEAN LIMITED

Company Number: 338492

WRITTEN RESOLUTION

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being the sole member for the time being of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the company, hereby resolve

THAT solely for the purpose of transferring all the issued shares of the Company from MANSELL plc to MANSELL Maintenance Services Limited, Clauses 4 to 7 inclusive of the Articles of Association in respect of pre-emption on transfers of shares shall not apply.

[Handwritten signature]

Duly authorised signatory of
MANSELL plc

Dated 3/2/00

RC:jas:minutes:kirby007



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05/02/00