

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
LENNOX INDUSTRIES LIMITED

We, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing which would otherwise be required to be passed as special resolutions, subject to the provisions of section 381B of that Act being complied with -

RESOLUTIONS

THAT the Company be re-registered as an unlimited liability company having a share capital;

THAT the provisions of the Memorandum of Association of the Company be altered to the form of the document attached to this written resolution and for the purpose of identification signed by us;

THAT the regulations contained in the document attached to this written resolution and for the purpose of identification signed by us be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Dated: 18th December 1995

Signed on behalf of UK GLOBAL LTD

Clyde Wyant
.....
Director and Officer

Signed on behalf of UK INDUSTRIES INC

Clyde Wyant
.....
Director and Officer

djb/95-43139/cjp/writ-res

