

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

Vector Building Products Limited

(Company Number 00758609)

(the "Company")



MADE ON

13 MARCH 2006

The following written resolution of the members of the Company entitled to attend and vote at a general meeting of the Company was made on 13 MARCH 2006 in accordance with Section 381A of the Companies Act 1985:

RESOLUTION

We the undersigned, being the sole member of the Company HEREBY RESOLVE to pass the following resolution as a written resolution:

THAT the Company's Articles of Association be and hereby are amended by:

1. The deletion of the current wording in the last sentence of clause 1 and the insertion of the following wording in its place:

"Regulations 24 - 28 inclusive are hereby excluded;"

2. The insertion of the following wording as a new final sentence in clause 2:

"In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company."

3. The insertion of the following wording as a new clause 2A:

"2A Lien

The Company has no lien in respect of its shares (whether fully or partly paid) and Regulations 8-11 inclusive are hereby excluded."

4. The insertion of the following wording as a new clause 2B:

"2B Share Transfers

2B.1 Subject to sub-clause 2B.2 below, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

2B.2 Notwithstanding anything contained in these Articles, the Company and the Directors shall not decline to register any transfer of shares (nor delay in doing so)

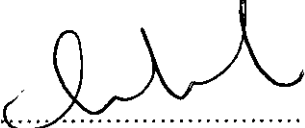
where the relevant transfer is executed by or on behalf of a person (natural or legal) to whom such shares have been charged by way of security or by that person's nominee (in either case whether as transferor or transferee) and a certificate of that person that the shares were so charged shall be sufficient evidence of the facts."

5. The insertion of the following wording as a new clause 9.8:

"The Directors may exercise all the powers of the Company, without limit as to amount, to borrow and raise money and to accept money on deposit and to grant any security, mortgage, charge or discharge as they may consider fit for any debt or obligation of the Company of any company in the same group as the Company or which is binding on the Company in any manner or way in which the Company is empowered so to grant and similarly as they may consider fit to enter into any guarantee, contract of indemnity or suretyship in any manner or way in which the Company is empowered so to enter into."

Dated

13 MARCH 2006

A handwritten signature in black ink, appearing to be 'J. M. Smith', written over a dotted line.

Signed for and on behalf of

VECTOR ENGINEERING PRODUCTS LIMITED