

The Companies Acts 1985 and 1989**Company limited by shares****Written Special Resolution****of****Corrall-Montenay Limited**

We, the undersigned members, being respectively all the holders of the "A" and "B" Ordinary Shares of the above named Company hereby sanction each and every variation of the rights attached to or belonging to the "A" and "B" Ordinary Shares in the Company involved in or proposed to be effected by the passing of the Special Resolution set out below and agree that the said Resolution shall, if passed, be binding on all the holders of the said "A" and "B" Ordinary Shares and therefore resolve as a Special Resolution of the Company as follows:-

Special Resolution

That the Articles of Association of the Company be amended by deleting the existing Article 48 replacing it with the following new Article 48.

- "48 Any two Directors shall be a quorum at a meeting of the Board or a meeting of a committee of the Directors. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chairman shall have a casting vote. A Director may participate in a meeting of the Board or a meeting of a committee of the Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting."

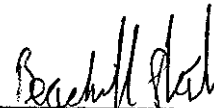
Dated this 20 day of May 1997


For and on behalf of
Powell Duffryn Investments Limited/Powell Duffryn Plc



For and on behalf of
Compagnie Générale de Chauffage

WE HEREBY CERTIFY
THIS TO BE A TRUE COPY
OF THE ORIGINAL



DATED 22 July

1997

BEACROFT
STANLEYS
Solicitors

20 Fumival Street, London EC4A 1BN
Telephone: 0171-242 1011