

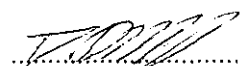
Company number
1000703

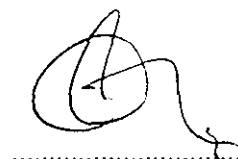
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
ROOF UNITS LIMITED

We, the undersigned, being the holders of all the issued share capital of the company, pass the following resolution:

That:

- (1) the authorised share capital of the company be increased by £60,827 to £61,827 by the creation of an additional 60,827 shares of £1 each ranking *pari passu* in all respects as one class of shares with the existing shares in the capital of the company; and
- (2) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £61,827 at any time or times during the period from the date of the passing of this resolution up to and including 1st April, 2002 on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.


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For Air Movement Group Limited


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For Smiths Group plc

Date: 27th March, 2002

