

Company No: 1521006

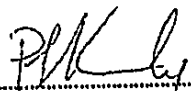
THE COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

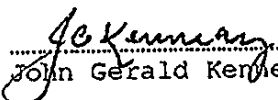
WRITTEN RESOLUTION OF THE HOLDERS OF ALL OF THE 'A' ORDINARY
SHARES IN THE CAPITAL OF KENNEDY CONSTRUCTION GROUP LIMITED



We the undersigned, being all the holders of the 'A' Ordinary Shares in the capital of the Company who at the date of this resolution are entitled to attend and vote at a class meeting of the holders of the 'A' Ordinary Shares, unanimously resolve as follows:-


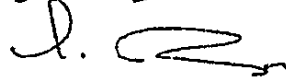
THAT, pursuant to Article 2(D)(1) of the Company's Articles of Association, all the 'A' Ordinary Shares in the capital of the Company be converted into Deferred Shares on the basis of one Deferred Share for one 'A' Ordinary Share all such shares having the rights and being subject to the restriction contained in the Company's Articles of Association.




.....
Patrick James Kennedy

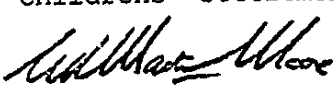


.....
Kathleen Kennedy


.....
John Gerald Kennedy



.....
G.R.M. Moore and M.A. Rayton
as trustees of the PJK
Childrens' Settlement



.....
G.R.M. Moore and M.A. Rayton
as trustees of the K.K.
Childrens' Settlement



.....
G.R.M. Moore and M.A. Rayton
as trustees of the P.J.K.
Grandchildrens' Settlement



.....
G.R.M. Moore and M.A. Rayton
as trustees of the K.K.
Grandchildrens' Settlement

and 13 August 1997

