

THE COMPANIES ACT 1985

COMPANY NUMBER: 2046398

WRITTEN RESOLUTION

of

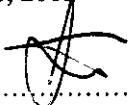
RESOURCES MANAGEMENT U.K. LIMITED


We, the undersigned, being all the shareholders for the time being of the above named company entitled to receive notice and to attend and vote at general meetings (except Mr. Ball and Mrs. Trivett being the shareholders from whom the company proposes to purchase the shares subject to the resolution set out below), **HEREBY PASS** pursuant to Section 381A of the Companies Act 1985, the following resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

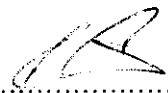
SPECIAL RESOLUTION

"That the Agreement, in the form attached to this resolution and signed for the purpose of identification by each member of the company entitled to vote on the resolution, which is proposed to be made between Mr. Ball and Mrs. Trivett ("the vendors") and the company and under which the company will become entitled and obliged to purchase from each of the vendors 170 ordinary shares of £1 each in the capital of the company held by the vendor, be approved."

Dated: 14th June, 2005


.....Mr. J. A. Starmer


.....Mrs. S. Starmer


.....Mr. R. Stubbs


.....Mrs C. M. Stubbs

