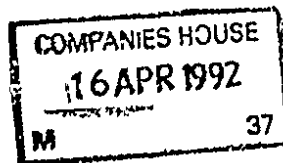


Company No: 2108142

The Companies Act 1985 to 1989  
Company Limited By Shares



RESOLUTIONS

of;

LOADWELL CONTRACTS LTD

Passed the 6th day of APRIL 1992.

At an Extraordinary General Meeting of the Company duly convened and held at: SEMER HOUSE SEMER, HADLEIGH, SUFFOLK.

The following Resolutions were unanimously passed as ELECTIVE and ORDINARY RESOLUTIONS of the Company viz:

ELECTIVE RESOLUTIONS

1. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1992 and in subsequent years until this election is revoked.
2. That pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint Auditors annually.
3. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
4. That pursuant to Sections 369(4) and 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 90 per cent.
5. That the Company elects that the provisions of Section 80A of the Companies Act 1985 apply instead of the provisions of Section 80(4) and 80(5) in relation to the giving or renewal after the said election of authority to allot shares.

ORDINARY RESOLUTION

That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.

*G. Ingram*

Chairman