

THE COMPANIES ACT 1985 (AS AMENDED)

PERMANITE ASPHALT LIMITED

CO. NO. 2423586

At an Extraordinary General Meeting of the above-named company duly convened and held at 197 Knightsbridge, London, SW7 1RB on 25 November 1997, the following resolutions were duly passed as Special Resolutions:

1. THAT the following clause (H) be substituted into the Company's Memorandum of Association in place of the existing clause (H):

"To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support, or secure with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of and the repayment or payment of the principal amounts or any obligation or commitment so of and the repayment or payment of the principal amounts of any premiums, interests, dividends or other monies payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or holding company of the Company or otherwise associated with the Company".

2. THAT the following clause (X) be inserted as a new clause with the Company's Memorandum of Association:

"To lend money, and grant or provide credit and financial accommodation to any person and to deposit money with any person and to carry on the business of a banking finance or insurance company."

3. THAT the existing Articles of Association of the Company be and are hereby amended by adding a new article 12 (b) as follows:

"Notwithstanding any other provision in these Articles, the directors shall be obliged to register any transfer of shares made in connection with or pursuant to any fixed charge over the shares in the Company."

and renumbering the existing clause 12 to clause 12(a) accordingly.


SECRETARY

