

Company No. 2596893

THE COMPANIES ACT 1985

PRIVATE

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

ROWLINSON CONSTRUCTIONS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester on 30th June 1997 the following resolutions were duly passed as Special Resolutions:

Resolutions

1. THAT the Memorandum of Association of the Company be altered by adding new sub-clauses (25) and (26) as follows:

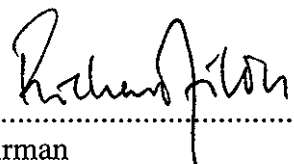
- (25) Except insofar as prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purpose whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly-owned subsidiary (as defined in Section 736 of the Companies Act 1985) of the Company to be made by any person or company.



- (26) To enter into any guarantee, bond, contract of indemnity or suretyship and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purpose whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company (or by both such methods) or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a holding company, subsidiary or wholly-owned subsidiary (as defined in Section 736 of the Companies Act 1985) of the Company or is otherwise associated with the Company in business.

and by redesignating the existing sub-clause (25) as sub-clause (27).

2. THAT new Articles of Association, in the form set out in the document marked "A" produced to the Meeting and, for the purposes of identification, initialled by the Chairman, be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.


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Chairman