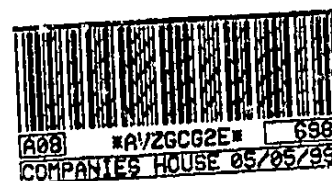


Company No. 2886378

THE COMPANIES ACTS, 1985

**SPECIAL RESOLUTIONS
OF
GRAFTON GROUP (UK) LIMITED**



PASSED: 26 March 1999

Grafton Group (UK) Limited hereby gives notice that the Members of the Company by written resolution pursuant to Section 381, as amended, of the Companies Act, 1985 and the Articles of Association of the Company passed the following Resolutions as Special Resolutions:

"THAT the memorandum of association of the Company be and is hereby amended by the deletion of sub-clauses nos. 3 (i), (ii) and (a) and the substitution therefor of the following new sub-clause 3 (a):-

3. The objects for which the Company is established are:

- (a) (i) To carry on the business of a holding company and to co-ordinate the administration, finances and activities of the subsidiary companies of the Company, to do all lawful acts and things whatever that are necessary or convenient in carrying on the business of such a holding company and in particular to carry on in all its branches the business of a management and servicing company, to act as manager and to direct or co-ordinate the management of other companies or of the business, property and estates of corporations, private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies.
- (ii) To carry on any other trade or business, whether subsidiary, similar or analogous to the above businesses or not, which may seem to the company capable of being conveniently carried on in connection with the above trades, businesses or objects or which may be calculated, directly or indirectly to enhance the value of or render profitable any of the property or rights of the company or to further any of its objects.
- (iii) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property."

"THAT the authorised share capital of the Company of STG£1,700,000 divided into 1,600,000 "A" Ordinary Shares of STG£1 each and 100,000 "B" Ordinary Shares of SG£1 each be increased to STG£50,150,000 divided into 50,000,000 "A" Ordinary shares of STG£1 each, 100,000 "B" Ordinary Shares of STG£1 each and 50,000,000 "C" Ordinary Shares of STG£.001 each by the creation of 48,300,000 "A" Ordinary Shares of STG£1 each and 50,000,000 "C" Ordinary Shares of STG£.001 each, such new "C" Ordinary Shares having the

rights as set out in the new articles of association of the Company proposed to be adopted by the Company at this meeting."

"THAT the memorandum of association of the Company be and is hereby amended by the deletion of clause 5 and the substitution therefor of the following new clause 5:-

5. The share capital of the Company is STG£50,150,000 divided into 50,000,000 "A" Ordinary shares of STG£1 each, 100,000 "B" Ordinary Shares of STG£1 each and 50,000,000 "C" Ordinary Shares of STG£.001 each. "

"THAT the Company, being a private limited company, re-register as a public limited company having a share capital pursuant to the provisions of Section 43 of the Companies Act, 1985."

"THAT the memorandum of association of the Company be amended so that:

- (i) it states that the name of the Company is Grafton Group (UK) Public Limited Company; and
- (ii) it states that the Company is to be a public limited company; and
- (iii) the objects set forth in Clause 4 of the printed document produced to this meeting be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof, with effect from the date of re-registration of the Company as a public limited company.

and the print of the memorandum of association of the Company, as so altered, produced to the meeting and for the purpose of identification signed by the Chairman thereof, be approved and adopted as the memorandum of association of the Company."

"THAT the regulations contained in the printed document marked "A", submitted to this Meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof."

I hereby certify that the above particulars are correct

Signature: Charles Rinn

Name: CHARLES RINN Date: 6 APR 1999
BLOCK CAPITALS PLEASE

Director/Secretary: DIRECTOR

Presenters Name: KPMG

Address: 1 STOKES PLACE, ST STEPHEN'S GREEN, DUBLIN 2

Telephone No: REF TO

Reference: KPMG Corporate Legal Advisory Services