

53
Company No. 02935945

THE COMPANIES ACTS 1985 AND 1989

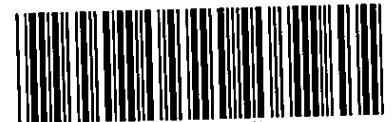
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BARRETT STEEL ENGINEERING LIMITED

SATURDAY



A37 *A4RB5S7K* 354
18/08/2007
COMPANIES HOUSE

I, the undersigned, being the sole member of the Company, hereby resolve as follows and agree that the following special resolutions shall, pursuant to section 381A Companies Act 1985, for all purposes be as valid and effective as if the same had been passed as special resolutions at a general meeting of the Company duly convened and held on the date specified below

RESOLUTIONS

- 1 THAT the documents listed in Appendix A to the Statutory Declarations in Form 155(6)(a) for the Company (the "**Documents**"), which the Company is proposing to enter into in connection with the acquisition by Barrett Structures Limited of 980,000 ordinary shares of 10p each in the share capital of Barrett Design & Build Limited, the Company's holding company (the "**Acquisition**"), be and are hereby approved in the forms produced to the Meeting (subject to such changes as the Company's Directors, in their absolute discretion, think fit),
- 2 THAT, notwithstanding any provisions of the Company's Memorandum and Articles or any personal interest of any of the Company's Directors, the Company's Directors and Secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit),
- 3 THAT notwithstanding that the execution by the Company of the Documents and the performance of its obligations thereunder would constitute the giving by the Company of

financial assistance within Sections 151-158 of the Companies Act 1985, the giving of such financial assistance by the Company be and is hereby approved,

- 4 THAT the Company's articles of association be amended by the addition of the following text as a new article

Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

- (a) is to any Secured Party, or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- (c) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- (d) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. For the purposes of this Article, "**Secured Party**" means any bank or financial institution (including, without limitation, The Governor and Company of the Bank of Scotland) to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf

Dated 10 August 2007

 , director, for and on behalf of

Barrett Design & Build Limited