

COMPANIES ACTS 1985 AND 1989

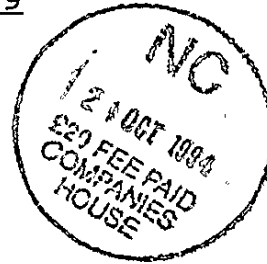
WRITTEN RESOLUTIONS

STATE OF THE AFFAIRS AND ACCURATE
IN THE CIRCUIT
DATED THIS 20th DAY OF October 1994
...
SIGNED & CORRECTED
BY ...

- of -

SIMCO 652 LIMITED

(No. 2953945)



We, the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote in General Meeting in respect of the Resolutions set out below HEREBY UNANIMOUSLY PASS the following Resolutions and agree that the Resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTIONS

- 1 That the name of the Company be changed to "Barrett Steel Engineering Limited".
- 2 That the 1 ordinary share of £1 in issue at the date hereof and the 999 authorised but unissued ordinary shares of £1 each be and are hereby sub-divided into 100,000 ordinary shares of 1p each.
- 3 That the authorised share capital of the Company be and is hereby increased from £1000 divided into 100,000 ordinary shares of 1p each to £75,428.57 divided into 7,542,857 ordinary shares of 1p each.
- 4 That 800,000 ordinary shares of 1p each (including 100 Ordinary Shares of 1p each already in issue) be reclassified as "A" Ordinary Shares of 1p each, that 1,624,242 ordinary shares of 1p each be reclassified as "B" ordinary shares of 1p each and 5,118,615 ordinary shares of 1p each be reclassified as "C" ordinary shares



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of 1p each, each having the rights set out in the draft Articles of Association of the Company attached hereto.

5 That the Articles of Association of the Company be altered by the adoption of the new Articles attached hereto in substitution for the existing Articles of Association.

6 That pursuant to Section 80 of the Companies Act 1985 (as amended by the Companies Act 1989) the directors of the Company be and they are hereby unconditionally authorised to allot and issue up to 799,990 "A" ordinary shares of 1p each, 1,624,242 "B" ordinary shares of 1p each and 5,118,615 "C" ordinary shares of 1p each in the capital of the Company provided that this authority shall expire on the fifth anniversary of the date hereof.


.....
Richard Barrett

Dated...17/10.....1994

We hereby notify the Company that the above Written Resolutions do concern us as auditors but need not be considered by the Company in General Meeting.


.....
Touche Ross

Dated...17/10.....1994

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2953945

The Registrar of Companies for England and Wales hereby certifies that
SIMCO 652 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BARRETT STEEL ENGINEERING LIMITED

Given at Companies House, Cardiff, the 27th October 1994



C02953945D

P. Devan
P. DEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B