



Company No. 3042795

COMPANY RESOLUTION

Beacon Gas Limited

At a general meeting of the above Company, held on 8 May 2001 the following special resolution was passed :

RESOLUTION

To amend the Articles of Association by:

- (a) deletion of Article 51 and the insertion of the following in its place:

"51 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum."


- (b) deletion of Article 65 and the insertion of the following in its place:

"65(a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.

- (b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's minute book."

- (c) insertion of a new Article as follows:

"84A In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting."


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M A NAGLE
Company Secretary