

WRITTEN RESOLUTION

COMPANIES ACT 1985

RESOURCE AND ENVIRONMENTAL CONSULTANTS LIMITED
COMPANY NUMBER 3133832
('the Company')

(PASSED ON 18 August 2005)

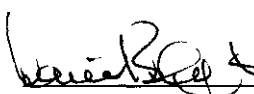
Pursuant to section 381A Companies Act 1985

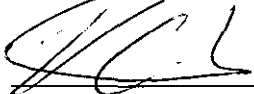
Pursuant to section 381A Companies Act 1985 we the undersigned being all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company hereby resolve that the following resolutions shall for all purposes have effect as if they had been passed as resolutions by the Company at a general meeting duly convened and held:

Special Resolution

1. THAT with the effect from the passing of this resolution 150,000 of the A ordinary shares of £0.0002 each in the capital of the Company held in equal proportions (50,000 each) by David Blyth, Vic Parr and David Wood be and are hereby converted into an equivalent number of B ordinary shares of the same amount.
2. THAT the transfers of shares in the capital of the Company as set out below are authorised waiving all rights of pre-emption contained in the articles of association of the Company or otherwise in connection with such transfers and such transfers, once made shall be held by the transferee as B ordinary shares of £0.0002 each.


<u>Transferee</u>	<u>Transferor</u>	<u>Number and class of shares</u>	<u>Price</u>
P Furnston	D Blyth	50,000 B ordinary shares	£2,024
	D Wood	7,500 B ordinary shares	£303.60
P Miles	D Wood	35,000 B ordinary shares	£1,416.80
K Moss	V Parr	50,000 B ordinary shares	£2,024
	D Wood	7,500 B ordinary shares	£303.60


David Blyth


Victor Carl Parr


David Wood


P R Furnston


K Moss

