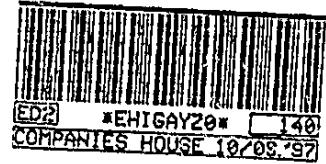


Company No: 3232759



## PIRTEK EUROPE LIMIT

Written Resolutions of the Members of the Company  
pursuant to Sections 381A and 381B of the Companies  
Act 1985 (as amended) passed on  
the 5th day of May 1997

We the undersigned being or representing all the members of the Company who at the date  
of the Resolutions would be entitled to attend and vote at any General Meeting HEREBY  
RESOLVE as follows:

## SPECIAL RESOLUTION

1. That the Memorandum of Association of the Company be amended by the deletion  
of Clause 3(k) thereof and the substitution thereof the following:

"To borrow and raise money and secure any debt or obligation of or binding  
on the Company in such manner as may be thought fit, and in particular by  
mortgages or charges upon the undertaking and all or any of the real and  
personal property and assets (present or future), and all or any of the  
uncalled capital for the time being of the Company, or by the creation and  
issue (at par or at a premium or discount and for such consideration and with  
and subject to such rights, powers, privileges and conditions as may be  
thought fit) of debentures, debenture stock or other obligations or securities  
of any description, and whether with or without the Company receiving any  
consideration to guarantee or secure (with or without a mortgage or charge  
on all or any part of the undertaking and assets, present and future and the  
uncalled capital, for the time being of the Company) the performance of the  
obligations, and the payment of the principal of, and dividends, interest and  
premiums on, any stocks, shares, debentures, debenture stock or other  
securities of any person, firm or company, including (without prejudice to  
the generality of the foregoing) any company which is for the time being a  
subsidiary of the Company (as defined by Section 736 of the Companies  
Act 1985) or the holding company (as defined by the said Section) or another  
subsidiary (as so defined) of the Company's holding company or otherwise  
associated with the Company in business and (without prejudice to the

generality to the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."

## ORDINARY RESOLUTIONS

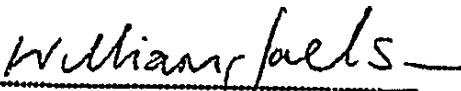
2. That, after due consideration of all the circumstances and on being satisfied that it is for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business to create a guarantee in the form now produced ("the Guarantee") to secure all the liabilities of the Debtor therein mentioned to The Royal Bank of Scotland Plc, the Directors be and they are hereby authorised to cause the Guarantee to be executed as a deed by the Company.
3. That, after due consideration of all the circumstances and on being satisfied that it is for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business to create a debenture in the form now produced (the "Debenture") to secure all the liabilities of the Company to The Royal Bank of Scotland Plc, the Directors be and they are hereby authorised to cause the Debenture to be executed as a deed by the Company and to be duly registered in the books of the Company and with the Registrar of Companies.

Signature   
 Name: FORBES PETRIE  
 Date:

Signature   
 Name: PETER BRENNAN  
 Date:

Signature \_\_\_\_\_  
 Name: Director of and as Representative for  
 and on behalf of P B DUNCAN PTY LIMITED  
 Date:

Signature \_\_\_\_\_  
 Name: Director of and as Representative for  
 and on behalf of W.G. DAVEY PTY LIMITED  
 Date:

Signature   
 Name: Director of and as Representative for  
 and on behalf of NATWEST VENTURES (NOMINEES) LIMITED  
 Date: