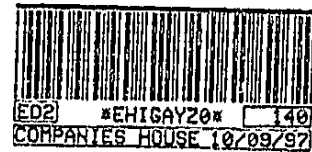


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Company No: 3232759



## PIRTEK EUROPE LIMITED

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:

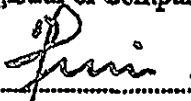
"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled 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

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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: