

The Companies Acts 1985 and 1989

Company Number: 3563924

SPECIAL RESOLUTION

of

BINOLD LIMITED

At an Extraordinary General Meeting of the Members of the above named Company, duly held and convened at Crwys House, 33 Crwys Road, Cardiff, CF2 4YF, on the 18th day of June 1998, the following Special Resolution was duly passed;

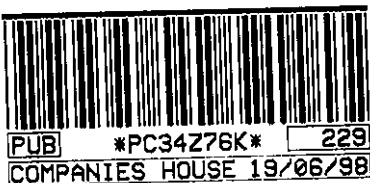
**AMENDMENT TO
MEMORANDUM OF
ASSOCIATION:**


IT WAS RESOLVED that the Memorandum of Association of the Company be amended by the deletion of the existing Clause 3(A) of the Memorandum of Association and by substituting therefor the following to be numbered 3(A):

(A) (i) To carry on business as a general commercial Company and to carry on any trade or business whatsoever.

(ii) The Company has the power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.

(iii) To act as civil engineering consultants, advisers and agents for all matters affecting the design, supervision, management, development, execution and planning of building and civil engineering projects, the erection, repair and maintenance of buildings and structures of all kinds and tunnelling; to engage and recruit labour gangs and provide civil engineers, builders and others with labour and other services of all descriptions, to carry on the businesses of civil engineers, builders, and building contractors, and to set up, establish, maintain and operate a technical advisory service and an organisation for the collection of information, data and statistics of all kinds; to advise on, investigate, inspect and examine systems, layouts, estimates, costings, designs, drawings, schemes, ideas, tenders and quotations of all kinds, to make applications for planning and other consents, licenses and approvals for building and civil engineering projects; to advise on, provide and obtain financial and other assistance and grants in regard to such projects and to initiate, organise and encourage research and investigation into the industrial, financial, economic and commercial problems of all kinds affecting civil engineers, building and other contractors; to examine business control, arrangement, labour classification, rate fixing, bonus incentive, working conditions and production supervision in the civil engineering, building and allied industries; and to carry on all or any of the businesses of consultants, advisers, experts, statisticians and economists, manufacturers, hirers and letters on hire and suppliers of, and dealers in, and agents for plant, machinery and equipment of all kinds; to establish, maintain and carry on an agency for the purpose of providing or seeking business and trade appointments for builders, engineers, draughtsmen, tracers, designers, technical illustrators, technical authors and permanent or temporary, commercial, industrial or domestic staff, to undertake or arrange for the training and instruction of staff and personnel in businesses of all kinds; to act as business managers, business contractors and representatives, commission and general agents, and to arrange business and professional partnerships.



MEMBER:.....
(An Authorised Signatory on behalf of Combined Nominees Limited)

Presented by; ICC Company Formations
Crwys House
33 Crwys Road
Cardiff
CF2 4YF