

VELOSI CERTIFICATION BUREAU LIMITED

SPECIAL RESOLUTION PASSED ON 01/11/01

3696143

The following Resolution was passed as a Special Resolution:-

'The Memorandum objects to be changed as follows:-

Clause 3 of the company objects is to be replaced with the attached objects 3a to 3u.'

Company Secretary:.....
Martin Coles

Date:..... 1/11/01



ATTACHMENT TO SPECIAL RESOLUTION DATED 27/07/01

3. The objects for which the company is established are to secure high standards of excellence and quality for the inspection of Equipment to include Pressure Vessels, Cranes, & Lifting Equipment and the Audit and Accreditation of Quality Control Systems. For the said purposes the Company may:-

- a) establish procedures relating to the inspection of equipment only within its accredited scope. And shall not be the designer, manufacturer, supplier, installer, purchaser, owner, user or maintainer of the equipment.
- b) carry out inspections and report on the findings of but not limited to; policying the quality of materials, components, apparatus, equipment, production, service methods and processes of all kinds for the purpose of testing their competence to ensure compliance with plans, specifications, legal requirements, rules, codes of practice, established standards or fitness for particular requirements;
- c) act on behalf of or as authorised by any government or other authority in such capacity and to such extent as may be agreed in respect of statutory requirements;
- d) make appointments of suitably qualified persons who shall monitor and fulfil the foregoing objects subject to (where requisite) the approval of, or any directions or regulations issued from time to time by or on behalf of, the Secretary of State for Trade and Industry and also in accordance with the requirements of EN45004 & EN45012, and any subsequent amendments thereto, which shall in their turn have such powers and responsibilities as may be laid down by the Articles of Association of the Company from time to time;
- e) achieve Accreditation to the requirements of EN45004 & EN45012 at its most recent issue status and thereafter to maintain registration as a Notified Body;
- f) act as agents or brokers or trustees for any person, firm, company, society or other organisation and undertake and perform subcontracts and also act in respect of any of the activities of the Company through or by means of agents subcontractors or others;
- g) acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or body corporate carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith or which are capable of being conducted to the benefit of the Company;
- h) enter into any arrangement with any government or authority (supreme, municipal, local or otherwise) or any corporation, company or person that may seem conducive to the Company's objects or any of them and to obtain therefrom and to carry out, exercise and comply with any charters privileges and concessions which the Company may think desirable;
- i) institute and carry on or defend legal proceedings relating to matters affecting the interest of the Company and to assist other persons and bodies engaged in legal proceedings relating to any matter which may affect, directly or indirectly the Company's work and objects;
- j) arrange that the Company and/or any of its boards or committees to be registered and recognised in any country and for this purpose to promote formulate or otherwise secure any incorporation, Company, partnership or other association in such manner and in such form as may be necessary to comply with the registration requirements of any such territory;
- k) lend and advance money or give credit, enter into any contracts of insurance and give any guarantees that may be deemed expedient on such terms as may be thought fit and particularly any persons having dealings with the Company;
- l) invest and deal with funds of the Company in such a manner as the Company may from time to time deem fit;
- m) remunerate any person firm or body corporate rendering services to the Company whether by cash payment or by the allotment of shares, debentures, debenture stock, or other securities of the Company credited as paid up in full or in part or otherwise;
- n) establish occupational pension schemes for Officers and employees of the Company providing for pensions, life assurance, sickness, personal injury or other similar benefits as may be appropriate, with or without any Inland Revenue approval and enter into any approved or unapproved profit related pay scheme or other scheme for the benefit of Officers and employees;
- o) pay out of the funds of the Company all expenses which the Company may lawfully pay;

Martin Colesdate

1/11/01

- p) determine the amounts to be charged for the services and relevant publications provided by the Company as the Company shall deem reasonable;
- q) adopt such means for making known any services provided by the Company and keeping the same before the public as may be deemed expedient and in particular to employ advertising and public relations techniques of all kinds;
- r) do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, subcontractors, trustees or otherwise;
- s) borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;
- t) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, to construct maintain and alter any buildings or erections necessary or convenient for the work of the Company and to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects;
- u) and do all such things as may be considered to be incidental or conducive to the above objects or any of them.

M Colesdate

1/11/01

VELOSI CERTIFICATION BUREAU LIMITED
No. 3696143

Minutes of an Extraordinary General Meeting held at the Registered Office of the Company on 01st November 01

Present

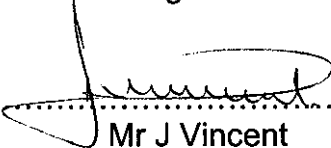
Mr J Vincent (Director)
Mr Martin Coles (Company Secretary)

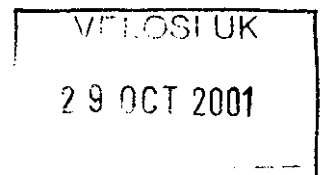
Mr J Vincent noted that all members entitled to vote at the Meeting were present and had consented to the Meeting being held withstanding that the requisite notice had not been given.

Mr J Vincent supplied a new copy of the amendments to be made to the Memorandum objects to the Meeting, which was put up for discussion at the Meeting. After some discussion Mr J Vincent proposed that the Memorandum amendments be accepted and sent to Companies House in Cardiff for Registration.

The Resolution, 'the Memorandum Objects' was passed unanimously and Mr M Coles as Company Secretary undertook to file a copy of the Resolution & Documentation with the Registrar within 14 days.

There being no other business the Meeting was closed.

 Director
Mr J Vincent

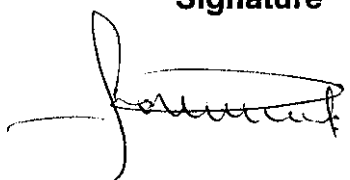


Agreement of members to short notice of a General Meeting & Special Resolution.

We, the undersigned being all the members entitled to vote at the Extraordinary General Meeting to be held on the 01 November 01 November 2001 do hereby agree that:-

the said Meeting shall be deemed to have been duly called notwithstanding that shorter notice than that specified in Section 369 of the Companies Act 1985 has been given therefore
and

the Special Resolution set out in the said notice of Meeting may no be proposed and passed as a Special Resolution notwithstanding that less than 21 days notice of such Meeting has been given.

Name	Home Address	Signature
Mr J Vincent	Woodlands, Redwood Grove Chilworth Guildford Surrey	
Mr M Coles	17 Medway Close Wokingham, Berkshire	