

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

G & J GREENALL LIMITED

(Effective 24 November 1999)

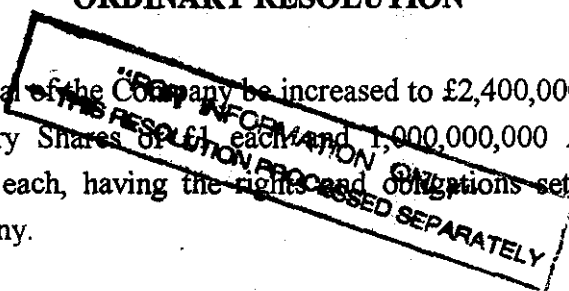
The following resolutions were duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as an Ordinary and a Special Resolution with effect from 24 November 1999.

SPECIAL RESOLUTION

The existing Articles of Association of the Company be replaced with the Articles of Association attached and signed for identification on behalf of the members of the Company.

ORDINARY RESOLUTION

The authorised share capital of the Company be increased to £2,400,000,500 by the creation of 100,000,000 "D" Ordinary Shares of £1 each and 1,000,000,000 Additional Redeemable Preference Shares of £1 each, having the rights and obligations set out in the Articles of Association of the Company.




SECRETARY

