

Company No: 4108483

THE COMPANIES ACTS 1985 TO 1989

RESOLUTION IN WRITING

of

THE SHAREHOLDERS

of

GUIDED ULTRASONICS (RAIL) LIMITED

(passed 27 August 2004)

We, the undersigned, being all of the members of the company having the right to vote at general meetings or authorised agents of such members, signify our assent to the passing of the resolution set out below under the provisions of article 53 of Table A of the Companies (Tables A to F) Regulations 1985 incorporated into the company's articles of association by article 1.1 thereof to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

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 undertake the Transaction contemplated by this Resolution, the terms of the draft Share Purchase Agreement, whereby the Company may become entitled and obliged to purchase 2000 of its own Ordinary Shares of £1:00 each from Mr Timothy Orr, of which a copy is annexed hereto, be and is hereby approved and Malcolm Russell and one other Director of the Company be and are hereby authorised to enter into the Agreement on behalf of the Company and to fulfil all obligations of the Company thereunder.

Copy Resolution passed with unanimous consent on 27th August 2004

Hopkins Solicitors
27 Regent Street
Nottingham
NG1 5BS
Solicitors to the Company

