

04-01-02

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

TS4I (PROCESS UTILITIES 1) LIMITED

COMPANY NUMBER 4252744

We, being the holders of the whole of the issued share capital of the Company, HEREBY AGREE that the resolutions set out below be passed as written resolutions and agree that the same shall have effect as if passed as Special Resolutions at a general meeting of the Company duly convened and held.

Special Resolutions

1. That the Articles of Association attached to this Resolution, and for the purposes of identification subscribed by the holders of all of the present issued shares, be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.

2. It was resolved that the one ordinary share held by Brian John Payne be designated to be an "A" ordinary share and that the one ordinary share held by Maureen Anne Childs be designated to be a "B" ordinary share.

It was resolved that 49 of the unallotted ordinary shares of £1.00 each be converted into 49 "A" ordinary shares of £1.00 each and that the remaining 49 ordinary shares of £1.00 each be converted into 49 "B" ordinary shares of £1.00 each.


Brian John Payne


Maureen Anne Childs



DATE: 5 DECEMBER 2001