

EPIC TRAINING & CONSULTING SERVICES LIMITED

RESOLUTION IN WRITING OF THE SOLE SHAREHOLDER
PURSUANT TO CLAUSE 53 OF TABLE A OF THE COMPANIES ACT 1985
DATED 12TH FEBRUARY 2004

1. OBJECTS CLAUSE

RESOLVED as a special resolution that the memorandum of association of the company be amended as follows:

- a. by the deletion therefrom of clause 3(a) and the substitution therefor of the following new clause 3(a):

- "3. (a) (i) to promote effective training arrangements for personnel in companies engaged in the extractive and mineral processing industries including, but not necessarily limited to china clay and ball clay, silica and moulding sands, road surfacing, ready mixed concrete, ready mixed mortar and slag industries and the associated and ancillary activities of those companies (hereinafter called "the Industries"); to study those aspects of the Industries and related operation necessary to improve the training of personnel, disseminate the useful results of all such study and to provide advice, information and other services;
- (ii) to provide the means of formulating, making known, influencing and carrying out the policy of the company and its members in regard to training questions;
- (iii) to act as a national point of reference in matters of training in the Industries;
- (iv) to encourage, promote and assist training activities in the Industries generally;" and

- b. by the addition to clause 3 of the following new sub-clauses:

- "u. to foster and develop co-operation between employers and employees and professional and educational institutions for the establishment of active and efficient training organisations;
- v. to represent the collective interests of the company and its members in all negotiations with Government with a view to

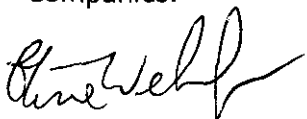


ensuring that training problems and requirements receive consideration in relation to:

- (i) proposed legislation or action affecting training in the Industries; and
 - (ii) all policies having a bearing or influence on training in the Industries and to act in an advisory capacity to Government when called upon;
- w. to establish and maintain standards, principles and practices of training in the Industries;
- x. to monitor training performance of members, to administer the Extractive Industries Apprenticeship Scheme and any other training or apprenticeship schemes and to appoint agents for the purpose;
- y. to represent the company in all other matters where an interest in the Industries exist and generally carry on a public relations activity;
- z. to nominate representation of the company on an association or body and otherwise associate with other bodies having objects in any way relevant to the principal objects of the company;
- aa. to promote, support or oppose alterations in existing laws or proposed legislation relating to training in the Industries and to apply the funds of the company in the initiation or support of any action which it may deem to be in the interest of the Industries or in the furtherance of its objects;
- bb. to provide facilities for study and collect and circulate relevant and appropriate statistics and other information connected with or affecting training in the Industries and to be found, manage, control, support, print, publish, issue, circulate and distribute whether gratis or otherwise such papers, magazines, periodicals, publications, journals, books, circulars and other literary works and audio visual aids as may seem desirable;
- cc. to provide a central medium of useful and beneficial information and advice available for the use of persons and bodies engaged or interested in training in the Industries and for the public at large to the benefit of the Industries and/or its members;
- dd. to organise and administer training activities which are of benefit to the Industries including any apprenticeship scheme in the Industries;

- ee. to establish and support or aid in the establishment and support of any fund, association or institution and to subscribe or guarantee money for purposes in any way connected with or calculated to further the objects of the company;
- ff. to purchase, take on lease or hire or in any other way acquire any real or personal property and any rights, privileges or operations to construct, maintain and alter any buildings or erections necessary or convenient for the work of the company and to sell, lease, mortgage (by the issue of debentures or debenture stock or otherwise) exchange, partition or otherwise deal in any way with the real or personal property, rights or privileges of the company;
- gg. to accept grants of money and contributions and donations from public and private bodies and persons towards carrying out the principal objects of the company;
- hh. to administer and disburse to those qualifying such Government grants as may be available from time to time;
- ii. to promote, found, support or finance any other company or body for the furtherance of the objects of the company or any of them;
- jj. to guarantee the performance of any contracts or obligations;" and the consequent re-titling of sub-clauses 3(u) and 3(v) as sub-clauses 3(kk) and 3(ll).

The secretary was instructed to make the appropriate return to the Registrar of Companies.



..... For and on behalf of
Epic Group Services Limited