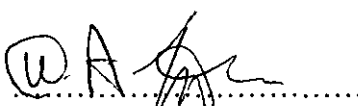


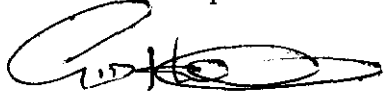
**Written Resolution of TBH Engineering Limited  
(the "Company")**

**Passed on 3<sup>rd</sup> day of May 2006**

The following resolutions are written resolutions, which have been agreed by or on behalf of all members of the company entitled to attend and vote on resolutions at a general meeting of the company.

- THAT:
- 1) That the sale by the Company's wholly owned subsidiary Dimetop Limited of the entire share capital of Harlow Group Limited to the Company for a total consideration of £425,008 which constitutes financial assistance contrary to s.151 Companies Act 1985 be approved.
  - 2) That the sale of the Company's wholly owned subsidiary Harlow Group limited of that company's assets and undertaking to the Company for a consideration of £1,500,000 for goodwill and other assets at net book value which constitutes financial assistance contrary to s.151 Companies Act 1985 be approved.

  
William Timpson

  
Gary Hollister

  
Marc Boulden

