

Company Number : SCO61035

The Companies Act 1985

COMPANY LIMITED BY SHARES

**ORDINARY RESOLUTIONS
AND
SPECIAL RESOLUTION
of**

**HOW ENGINEERING SERVICES
SCOTLAND LIMITED**

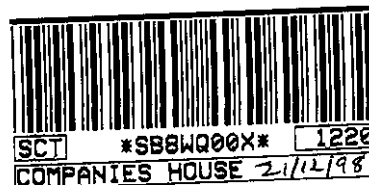
Passed 8th December 1998

AT an extraordinary general meeting of the Company, duly convened and held on the 8th December 1998, resolutions (i) and (ii) were duly passed as ordinary resolutions and resolution (iii) as a special resolution:

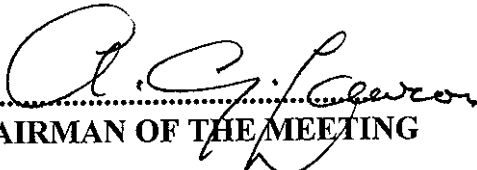
RESOLUTIONS

- (i) THAT the authorised share capital of the Company be increased from £10,000 to £300,000 by the creation of an additional 290,000 ordinary shares of £1 each to rank pari passu with existing shares.
- (ii) THAT with effect from the time of passing the resolution the Directors are generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities provided that :-
 - (i) the maximum amount of such securities which may be allotted under this authority (as defined by Section 80 of the Companies Act 1985) is £290,000; and
 - (ii) this authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on the fifth anniversary of the date of the passing of this resolution; and

the authority granted by this resolution is in substitution for any authority to allot relevant securities previously granted to the Directors which (to the extent that it remains in force and un-exercised) is revoked.



- (iii) THAT the Directors of the Company be empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the general authority given by the Ordinary Resolution No.(ii) set out above as if Section 89 (1) of the said Act did not apply to any such allotment provided that such power shall expire at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution save that the Company may before such expiry, make an offer or agreement which will or may require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance to such offer as if the power conferred here had not expired.


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CHAIRMAN OF THE MEETING