

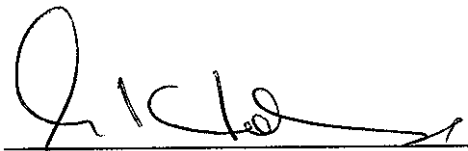
**SHANKS & McEWAN GROUP PLC ("the Company")**

**Registered Number 77438**

**SPECIAL RESOLUTION**

At the Annual General Meeting of the Company held at Glasgow on 3rd August 1995 the following resolution was passed as a Special Resolution of the Company:-

"THAT the regulations contained in the document produced to the meeting and initialled by the Chairman for the purpose of identification be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company."



Secretary

