

Certified to be a true copy



secretary

17.9.02

dated

No. SC 147178

The Companies Act 1985

Company limited by shares

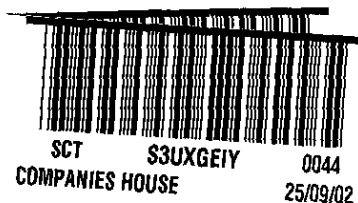
Written resolution

of

MITIE McCartney Fire Protection Limited

September

(passed on 12th 2002)



We, being all the members of the company entitled to attend and vote at an **extraordinary general meeting** of the company, pass the following resolutions, which would otherwise be required to be passed as special resolutions in the case of resolutions 1, 2 and 3 and as ordinary resolutions in the case of resolutions 4 and 5:

1. Increase in share capital

That the authorised share capital of the company be and it is increased by the creation of 150,000 ordinary shares of 1p each, in addition to the existing share capital of the company and having the rights set out in the articles of association to be adopted by the company under resolution 2 below.

2. Adoption of new articles of association

That the draft regulations attached to this resolution be and they are adopted by the company in substitution for its existing articles of association.

3. Allotment of shares and disapplication of pre-emption rights

- (a) That the directors be and they are generally and unconditionally authorised for the purposes of Section 80, Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £1,500 at any time or times during the period from the date of the passing of this resolution up to and including the 5th anniversary of the passing of this resolution on which date this authority shall expire and this

authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority; and

- (b) That by virtue of Section 95(1) of the Act, Section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution.

4. **Bonus issue**

That the sum of £827.70 being part of the amount standing to the credit of the reserves of the company be and is set free for distribution amongst the holders of the issued ordinary shares of £1 each in the capital of the company by allotting and issuing, fully paid, 82,770 unissued ordinary shares of 1p each in the capital of the company to and amongst these members in the proportion of 1 new ordinary share of 1p each for every 1 ordinary share of £1 each now held.

5. **Conversion of ordinary shares of £1 each into deferred shares of £1 each**

That, an appropriate class consent having been obtained, immediately following the bonus issue referred to in resolution 4, 150,000 authorised ordinary shares of £1 each in the capital of the company (of which 82,770 are in issue and 67,230 are unissued) be and they are converted into 150,000 deferred shares of £1 each, having the rights set out in the articles of association adopted under resolution 2.

Dated: 12 ~~SEPTEMBER~~ 2002

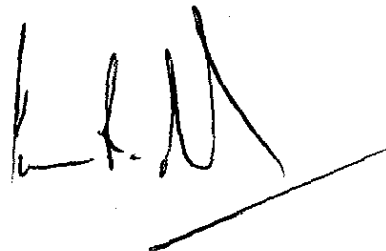
Director
for and on behalf of
MITIE Group PLC

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Signed by
duly authorised attorney of
each of the shareholders listed below

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)
)



Charles William Aitken
Bryan John Boucher-Myers
Stuart Holmes
Clifford Stanley Spruce