

Number of Company: SC152713

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS
of
GHI CONTRACTS LIMITED

We, the undersigned, being all the members of the above named Company, hereby approve and adopt pursuant to Section 381A of the Companies Act 1985 (as amended), the following resolutions as Written Resolutions, Resolutions 1, 2 and 3 being Ordinary Resolutions and Resolution 4 being a Special Resolution.

1. "THAT the authorised and issued share capital of the Company, being £2.00 divided into 2 Ordinary Shares of £1.00 each be sub-divided into 2000 Ordinary Shares of £0.001 each, such shares having the rights attached to them as set out in the Articles of Association of the Company."
2. "THAT the authorised and unissued share capital of the Company, being £998.00 divided into 998 shares of £1.00 each be sub-divided into 998,000 shares of £0.001 each, such shares having the rights attached to them as set out in the Articles of Association of the Company".
3. "THAT the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") to allot such number of relevant securities (as defined in that Section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the Articles of Association of the Company:-
 - (a) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being; and
 - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the date five years from the date of passing of this Resolution, and provided further that the Company may




before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”

4. “THAT the pre-emption provisions contained in Clause 4 of the Articles of Association of the Company shall be disapplied in respect of the issue of shares pursuant to the GHI Contracts Limited Enterprise Management Incentive Scheme (the “EMI Scheme”).


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Graham Holmes

6.4.2004
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Date


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Patricia Holmes

6.4.2004
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Date