

Company No. 195857

COMPANIES ACT 1985

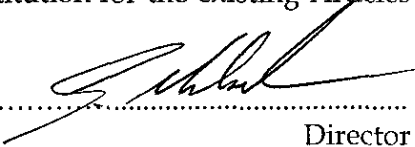
COMPANY LIMITED BY SHARES

RIVERSIDE ENGINEERING SERVICES LIMITED
("the Company")

RESOLUTIONS

At an Extraordinary General Meeting of the Company duly convened and held at 50 Castle Street, Dundee on Sixth March, 2001, the following Resolutions were duly passed as resolutions of the Company, no.1 as an ordinary resolution no. 2 as an extraordinary resolution and no.3 as a special resolution:-

1. THAT, subject to the passing of resolutions no. 2 and 3 below 1,024 of the unissued Ordinary Shares of £1.00 each of the Company be sub-divided into 100,000 Preference Shares of £0.01 each of the Company and 2,400 Preferred Ordinary Shares of £0.01 each of the Company having the rights and obligations specified in the Articles of Association to be adopted by resolution no 3 below.
2. THAT subject to the passing of resolutions no 1. and 3 hereof, the holders of the whole of the issued Ordinary Shares of £1.00 each in the capital of the Company (being the only shares in issue prior to the passing of the resolutions set out herein) sanction the variation of the rights attaching to the 1,024 unissued Ordinary Shares of £1.00 each to be sub-divided in terms of resolution no 1.
3. THAT the Regulations contained in the document now submitted to this meeting and signed for the purposes of identification by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.

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Director

