

No: 785447

THE COMPANIES ACT 1948
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

A.E. BECKETT & SONS (LYNDONS) LIMITED

We, the undersigned, being all of the members of A.E. Beckett & Sons (Lyndons) Limited (the "Company") for the time being entitled to attend and vote at general meetings of the Company hereby pass the following resolutions as special resolutions pursuant to section 381A Companies Act 1985:

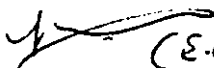
Resolutions

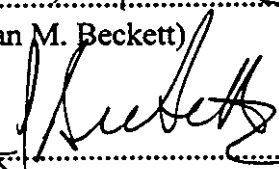
- 1 That the Memorandum of Association of the Company be altered with respect to its objects by inserting the following new sub-clause (KK) immediately after sub-clause (K) of clause 3 thereof:

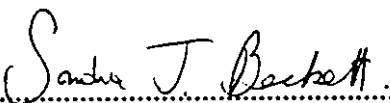
(KK) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company as defined by the said section, or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business.

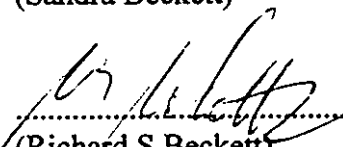


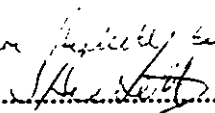
- 2 That the forms of guarantee and debenture in favour of Yorkshire Bank PLC attached to this resolution be and the same are hereby approved and the Directors are hereby authorised to procure the execution of such documents by the Company.


Dated 10th November 1995
A.M. Beckett by his Power of
Attorney  (E.G.E. REYNOLDS).
.....
(Alan M. Beckett)

x 
(Simon Beckett)


(Sandra Beckett)


(Richard S Beckett)


(Joanne Beckett)

 and
(Executors of the estate of Ken Beckett deceased)