

Company Number: 01439160

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

Of

R. PALMER (HEATING & PIPEWORK) LIMITED

Pursuant to Section 381A of the Companies Act 1985 ('the Act')

Passed on 28 APRIL 2005



I, the undersigned member of the above named Company being the only member who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows :

1. That pursuant to the powers contained in clause 5 of the Memorandum of Association and Regulation 2 of Table A of the Companies Regulations 1985 there be created 30000 shares, to be called Preference shares of £1 each and having the rights and restrictions as specified below.

Rights And Restrictions Of Shares

The rights and restrictions attaching to the shares are as follows:

Each Ordinary Share and each Preference Share shall rank parri passu in all respects save as otherwise provided in these Articles as if they were a single class.

As regards dividends:

The holders of the Preference Shares shall be entitled to non -cumulative dividends ("Preference Share Dividends") payable in respect of each accounting reference period of the company only if and so far as the distributable profits for that period of the company as shown by the certified accounts for that period shall in the opinion of the directors (which shall be conclusive) justify such payment which shall be payable in priority to any other dividend or other distributions payable on any other class of share:

As regards capital:

On a return of capital on a winding up or otherwise, the surplus assets of the Company shall be applied in the following order:

firstly, in discharging any arrears of the Preference Share Dividend;

secondly, in paying to the holders of the Preference Shares an amount equal to the amount paid up (or deemed paid up) on such shares;

thirdly, in paying to the holders of the Ordinary Shares the amount paid up (or deemed paid up) on such shares; and

the remaining surplus of assets shall be distributed among the holders of the Ordinary Shares parri pasu as if they were a single class (and, accordingly, as if the amount paid up on each share was the same).

As regards voting:

The Preference Shares shall not entitle the holder(s) thereof to receive notice of or to attend or vote at any general meeting of the Company unless the business of the general meeting includes the consideration of any resolution altering or abrogating any of the rights or restrictions attaching to the Preference Shares. In such circumstances, the holders of the Preference Shares shall be entitled to receive notice of and to attend and vote at the general meeting and any holder of Preference Shares shall be entitled to demand a poll at such meeting in which case if a poll is duly demanded the Preference Shares as a class shall entitle the holder or holders thereof present in person or by proxy or by representative (in the case of a body corporate) to the same number of votes as are capable of being cast by all other members present in person or by proxy or by representative as aforesaid at the general meeting and the chairman of the meeting shall not be entitled to a second or casting vote.

2. That the Directors be and they are hereby unconditionally authorised for the purposes of Section 80 Companies Act 1985 to allot shares up to the amount of the authorised share capital of the company of £100000 at any time or times during the period of five years from the date of this resolution.

Signed:



James Thomas Richardson Palmer

NB Company Secretary to register this at Companies House and with Company's Bankers