

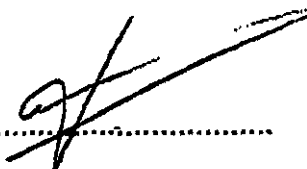
**WRITTEN RESOLUTION
OF
BLECKMANN (HOLDING) U.K. LIMITED**

We, Bleckmann Group B.V., being at the date hereof the sole shareholder of the Company, hereby resolve, pursuant to Article 6 of the Company's Articles of Association, that:

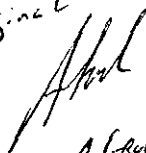
1. the authorised share capital of the Company be and it is hereby increased by £ 2,500,000 to £ 3,500,000 by the creation of an additional 2,500,000 Ordinary Shares of £ 1.00 each which shall rank pari passu in all respects as one class of shares with the Ordinary Shares already in issue.
2. subject to the provisions of the Companies Act 1985 and the Articles of Association of the Company, the directors be and are hereby authorised in accordance with Section 80 and Section 80A of the Companies Act 1985 to allot up to 2,219,998 Ordinary Shares of £ 1.00 each in the capital of the Company at any time after the date hereof unless such authority is previously revoked or varied by ordinary resolution of the Company.

21-05-2001

Date


for and on behalf of
Bleckmann Group B.V.

*Certified to be a true
and accurate copy of the
original*



*A. Grooth
DIRECTOR*

21/5/01

