

THE COMPANIES ACT 1985

WRITTEN RESOLUTION OF THE SHAREHOLDERS ROBERT LAIDLAW & SONS LIMITED (the "Company") Company No. SC026087

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company make the following resolutions as special resolutions of the Company which will, pursuant to Section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

THAT the articles of association of the Company be amended by the addition of the following Special Article at the end of and in addition to the existing articles:

"Special Article

A. Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles):


1. The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

1.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or

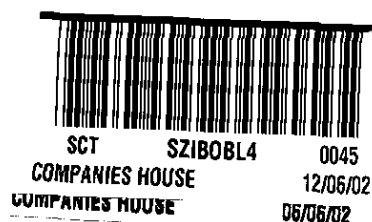
1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise."


.....
Duly authorised to sign for
CLISSOLD GROUP LIMITED

Date *30th May* 2002



I confirm that a copy of this written resolution was sent to the Auditors of the Company at or before the time at which it was supplied to a member for signature in accordance with Section 381B, Companies Act 1985

.....
Director

.....
Date