

A PRIVATE COMPANY LIMITED BY SHARES

VEASEY AND SHARPLES LIMITED

PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY UNANIMOUSLY PASS THE FOLLOWING RESOLUTION AND AGREE THAT THE SAID RESOLUTION SHALL FOR ALL PURPOSES BE AS VALID AND EFFECTIVE AS IF THE SAME HAD BEEN PASSED AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

SPECIAL RESOLUTION

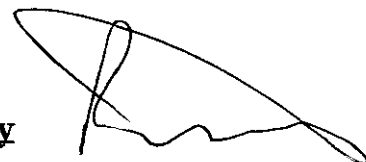
That the Articles of Association be amended with a view to exempting the Company from the requirement to appoint auditors. Article 37 of the Companies Articles of Association be therefore amended by the insertion of the figures and words Regulations 130 and 134 (c) before the figure 132.

Dated this 17th day of January 2003

W H Veasey



B Veasey



Being the Members for the time being entitled to receive notice of and attend and vote at the Meetings of the Company.

