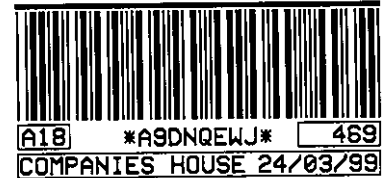


Company No:- 158287

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

of

NURDIN & PEACOCK PUBLIC LIMITED COMPANY



At an Extraordinary General Meeting of the Company duly convened and held at 85 Buckingham Gate at 12.30 p.m. on 10 March 1999 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

“THAT the Company make an application to the Registrar of Companies (the “Registrar”) pursuant to the provisions of Section 53 of the Companies Act 1985 (as amended) to be re-registered as a private company AND that upon such application being approved by the Registrar THAT:-

- (A) the name of the company be changed to Nurdin & Peacock Limited;
- (B) the current clauses 1 and 2 of the Memorandum of Association be deleted and the following clause (to be numbered clause 1) be substituted therefor:

“1. The name of the company is “Nurdin & Peacock Limited”.”
- (C) the statement of the Company’s objects currently contained in clause 4 of the Memorandum of Association be deleted in its entirety and replaced with the statement of objects as set out in clause 3 of the draft amended Memorandum of Association as produced to the meeting signed by the Chairman for identification purposes (the “New Memorandum”);
- (D) the numbering of the clauses of the Memorandum of Association be adjusted as shown in the New Memorandum; and
- (E) the current Articles of Association of the Company be replaced in their entirety by the New Articles of Association as produced to the meeting signed by the Chairman for identification purposes.”

Registered Office:
85 Buckingham Gate
London SW1E 6PD



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CHAIRMAN

DATED: 10 March 1999