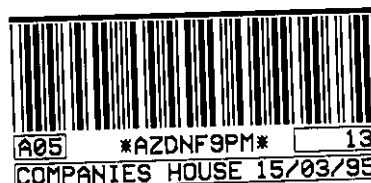


COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
Headway Construction Co. Limited
(Registered No. 332507)

Special Resolution

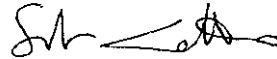
At an Extraordinary General Meeting of the Company held on 28 February 1995 at Somerfield House, Whitchurch Lane, Bristol the following resolution was passed as a Special Resolution of the Company:-

- "(a) THAT the authorised share capital of the Company be and is hereby increased to £32,261,000 by the creation of an additional 3,411,000 Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing Ordinary Shares of the Company;
- (b) THAT in addition to any existing power under Section 80 of the Companies Act 1985 (as amended) ("the Act"), and without prejudice to the exercise of any such power prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £3,415,000, such authority to expire five years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired;



2.

- (c) THAT Section 89(1) of the Act shall not apply to the allotment by the Company of any equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority given in paragraph (b) above."

A handwritten signature in dark ink, appearing to be 'S. K. ...', is written above a horizontal dotted line.

.....
Director