

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
JAMES M. BROWN LIMITED
Company Number 382434

Pursuant to Section 381A of the Companies Act 1985

Passed on 18 December 1998

We, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at general meetings of the Company or authorised agents of such member signify our assent to the passing of the resolutions set out below to the effect that such resolution shall be deemed to be effective as if they had been passed at a general meeting of the Company duly convened and held.

IT IS RESOLVED that the Articles of Association of the Company be amended in the manner following that is to say :-

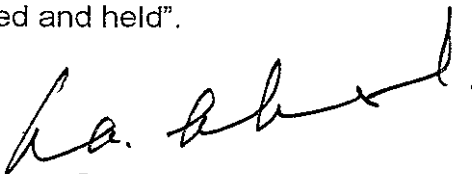
By the addition of a new Article namely :-

- "22. The Board, or a committee of the Board, may hold meetings by telephone, either by conference telephone connection(s) or by a series of telephone conversations, or by exchange of facsimile transmissions and addressed to the secretary. The views of the Board, or a committee of the Board, as ascertained by such telephone conversations or facsimile transmissions and communicated to the secretary shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner

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and signed by the Chairman shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held".



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WATERLOO NOMINEES LIMITED



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TENNANTS CONSOLIDATED LIMITED