

A PRIVATE COMPANY LIMITED BY SHARES

B. & S. TOOLS LIMITED
("B&S")

WRITTEN RESOLUTION




We, the undersigned, being the Members of B&S entitled to attend and vote hereby unanimously pass the following resolutions as ordinary resolutions of B&S in accordance with regulation 53 of Table A, Section 381A of the Companies Act 1985 and all other powers in that regard and agree for all purposes that the said resolutions shall be as valid and effective as if passed at a general meeting of B&S duly convened and held:-

ORDINARY RESOLUTIONS

1. THAT any director of the Company shall henceforth be entitled to count in the quorum of any meeting of the board of directors of the Company notwithstanding that he or she has an interest in any contract or proposed contract which is to be considered at that meeting or any matter arising thereout and such director may, notwithstanding such interest, vote in respect of any matter concerning such contract or proposed contract and the prohibition in article 21 of the Company's articles of association be and is hereby suspended accordingly.
2. That the Share Exchange Contract proposed to be made between Adrian Bridges and Bulklaw Limited (a copy of which was produced at the meeting) be and is hereby approved for the purposes of Section 320 of the Companies Act 1985.

DATED this 10th day of March 2004


ADRIAN BRIDGES