

VibroPlant Plc

Central House
Beckwith Knowle
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North Yorkshire HG3 1UD

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VIBROPLANT PLC
Company Number: 481833

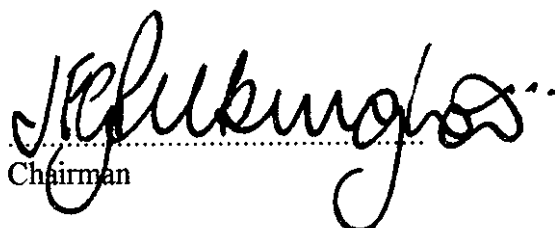


At a meeting of the Directors of the Company held at the Registered Office of the Company on 2nd October 1996 the following resolution was passed:

Resolution of the meeting of the Directors of Vibroplant plc

Pursuant to Regulation 16 (2) of the Uncertificated Securities Regulations 1995 ("the Regulations"), **IT WAS RESOLVED** that:

- a title to the ordinary shares of 5 pence each in the capital of the Company (the "Shares"), in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);*
- b such relevant system shall include the relevant system of which CRESTCo Limited is to be the Operator (as defined in the Regulations);*
- c the Shares shall not include any shares referred to in Regulation 17; and*
- d this resolution ("the Resolution") shall become effective immediately prior to CRESTCo Limited granting permission for the Shares to be transferred by means of the CREST system.*


Chairman



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Registered in England No. 481833