

No. 838054

THE COMPANIES ACT 1985

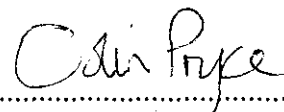
**WRITTEN RESOLUTIONS
OF THE MEMBERS OF
BALFOUR BEATTY CONST LIMITED**

Passed on 16 November 2001

On 16 November 2001, the following Elective Resolutions
were passed as WRITTEN RESOLUTIONS:

ELECTIVE RESOLUTIONS

1. THAT in accordance with the provisions of Section 252 of the Companies Act 1985, the Company hereby dispenses with the laying of accounts and reports before the Company in General Meeting.
2. THAT in accordance with the provisions of Section 366A of the Companies Act 1985, the Company hereby dispenses with the holding of the Annual General Meetings.
3. THAT in accordance with the provisions of Section 386 of the Companies Act 1985, the Company hereby dispenses with the obligation to appoint auditors annually and accordingly, the Company's auditors, Arthur Andersen, shall remain in office until the Company or the auditors determine.



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For and on behalf of
Bnoms Limited
Secretary

