

Company No. 884052

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

OF

LEBOFF AND SOLAR INTERNATIONAL LIMITED

(Passed on the 29th day of March 1992)

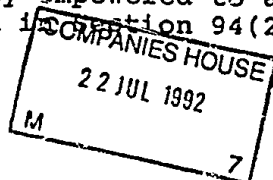
At an Extraordinary General Meeting of the above-named Company duly convened and held on 29th day of March 1992 the following Resolutions were duly passed as Special and Ordinary Resolutions respectively: -

ORDINARY RESOLUTIONS

- (1) THAT the authorised share capital of the Company be and is hereby increased from £7,500,000 to £20,000,000 by the creation of 12,500,000 new ordinary shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the company; and
- (2) THAT the directors be and are hereby authorised generally and unconditionally in accordance with Section 80 of the Companies Act 1985 to exercise all and any power of the Company to allot dispose of or grant options over any relevant securities (as defined in Section 80(2) of the Companies Act 1985) to such persons on such terms and in such manner as they think fit up to a maximum amount in any case as aforesaid equal to the nominal capital of authorised but unissued share capital of the Company for a period of five years from the date of passing this resolution.

SPECIAL RESOLUTION

- (3) THAT pursuant to Section 95 of the Companies Act 1985 the Directors be and they are hereby empowered to allot relevant securities (as defined in Section 94(2) of the



Companies Act 1985) pursuant to the authority conferred on them by Resolution (2) above as if Section 89(1) of the Companies Act 1985 did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power.

A handwritten signature in dark ink, appearing to read 'John McOwen', is written over a horizontal line.

John McOwen  
Chairman