

Company Number 1480078

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF S & T WINDOWS LIMITED

Dated this 31st day of October 1996

WRITTEN RESOLUTIONS

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolutions as Elective Resolutions and agree that the said Resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at the General Meeting of the Company duly convened and held:

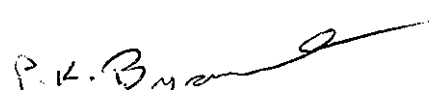
1. That pursuant to section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings in 1997 and subsequent years until this election is revoked.
2. That pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in a General Meeting.
3. That pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint Auditors annually.

Signed:

Name:


.....

P SHOESMITH


.....

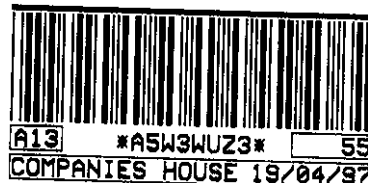
P K BRYANT


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T SHOESMITH


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V A SHOESMITH



WRITTEN RESOLUTIONS

ELECTIVE RESOLUTION 1

That pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings in 1996 and subsequent years until this election is revoked.

ELECTIVE RESOLUTION 2

That pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in a General Meeting.

ELECTIVE RESOLUTION 3

That pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint Auditors annually.