

A PRIVATE COMPANY LIMITED BY SHARES.

HEATELECT LIMITED

PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY UNANIMOUSLY PASS THE FOLLOWING RESOLUTION AND AGREE THAT THE SAID RESOLUTION SHALL FOR ALL PURPOSES BE AS VALID AND EFFECTIVE AS IF THE SAME HAD BEEN PASSED AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

SPECIAL RESOLUTION.

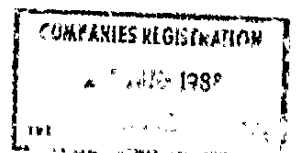
That the authorised Capital of the Company be increased by the addition of £24,900 beyond the existing capital of £100 such additional capital to be divided into 24,900 Ordinary Shares of £1 each such additional shares to rank equally with the existing shares of the Company in every way.

Dated the 14th day of July, 1988

John Collinson.



Roger William Grainger.



Being all the Members for the time being entitled to receive notice of and attend and vote at the Meetings of the Company.

M. R. CHETTLEBURGH LTD.
TEMPLE HOUSE,
20 HOLYWELL ROW,
LONDON EC2A 4JB.
TEL. 01-377 0381