

THE COMPANIES ACT 1985

Company Number 2069876

**SPECIAL RESOLUTION OF**

~~HOWARD PHILLIPS LIMITED~~

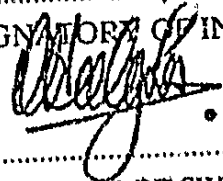
We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), 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.

It is resolved:

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the new sub-clause attached hereto and for the purposes of identification marked "X":

Dated this 7th day of April 1989

  
.....  
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

  
.....  
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

H47930/NM/SJ

X

(a) To carry on all or any of the businesses of steel casting and forging heat resistant alloys, sheet metal workers, welders, steel benders and fixers; steel erectors, manufacturers, designers, exporters, importers, constructors and repairers of, and dealers in steel fabrications, structures, industrial equipment, metal installations, frameworks and portable, sectional and prefabricated buildings of all kinds, painters and sprayers, plant hire specialists, builders and contractors, builders' merchants, joiners, carpenters, cabinet makers, timber merchants, agents and brokers, dealers in joinery, hard and soft woods, precast concrete products and units and building materials and requisites of all kinds, plumbers, electrical and heating engineers, specialists for the installation of piping and wiring systems of all kinds, haulage and transport contractors manufacturers, repairers, and dealers in motor and other vehicles of all kinds, coach and body builders, proprietors of garages and repairing and other depots and works, service stations, filling stations, and petrol and other spirit and fuel supply stores and stations, motor and mechanical engineers and engineering contractors, fuel advertising agents, and railway, shipping and forwarding agents; and to buy, sell, manufacture and deal in all plant, machinery, tools, implements, apparatus, articles and things capable of being used in the foregoing businesses, or any of them, or which may be conveniently dealt with or are necessary in connection with such businesses or are likely to be required by any of the customers of, or persons having dealings with the Company.