

Company Number: 2446702

THE COMPANIES ACT 1985

ORDINARY and SPECIAL RESOLUTIONS of UNITED MARINE HOLDINGS

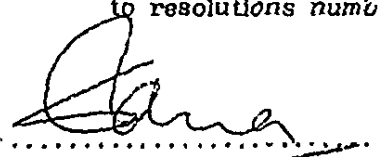
LIMITED passed on the 28th day of June 1994 and presented for filing pursuant to Section 380 of the Companies Act 1985.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and it is hereby increased from £2,000,002 to £10,000,002 by the creation of 4,000,000 additional new 'A' Ordinary Shares of £1 each ranking pari passu in all respects with the existing 'A' Ordinary Shares of £1 each in the capital of the Company and 4,000,000 additional new 'B' Ordinary Shares of £1 each ranking pari passu in all respects with the existing 'B' Ordinary Shares of £1 each in the capital of the Company.
2. THAT the "A" Subscription Agreement proposed to be entered into between the Company (1) and Pioneer Aggregates (UK) Limited (2) (a copy of which is annexed hereto marked "A" for the purpose of identification) be and it is hereby approved, that the same be entered into by the Company, and that the directors of the Company be and they are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot within seven days of the date of this resolution 1,000,000 'A' Ordinary Shares of £1 each in the capital of the Company to Pioneer Aggregates (UK) Limited or as it may direct credited as fully paid at £1 per share pursuant to the said Subscription Agreement.
3. THAT the "B" Subscription Agreement proposed to be entered into between the Company (1) and Tarmac Quarry Products Limited (2) (a copy of which is annexed hereto marked "B" for the purpose of identification) be and it is hereby approved, that the same be entered into by the Company, and that the directors of the Company be and they are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot within seven days of the date of this resolution 1,000,000 'B' Ordinary Shares of £1 each in the capital of the Company to Tarmac Quarry Products Limited or as it may direct credited as fully paid at £1 per share pursuant to the said Subscription Agreement.

SPECIAL RESOLUTION

4. THAT Section 89 of the Companies Act 1985 shall not apply to the allotments of shares authorised pursuant to resolutions number 2 and 3 above.

  
Secretary



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