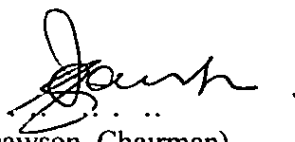


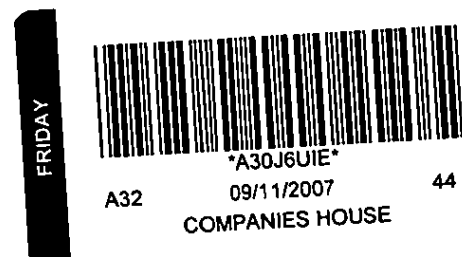
**Graydon Dawson Contacts Limited**

Company Number 3104421

Record of a director and shareholders resolution passed on 30 April 2005

We, Graydon Dawson and Susan Dawson and Peter Stanley, being the shareholders and directors of the company hereby authorise the directors to, and resolve to allot, 12A ordinary shares of £1 each to Peter Stanley.

Signed:   
(Graydon Dawson, Chairman)  
[ 6<sup>th</sup> ] November 2007



Minutes of meetings of Members and Directors of Graydon Dawson Contracts Ltd,  
Graydon Dawson Construction Ltd and GD Holdings (Northern) Ltd

**Present:** G Dawson  
S Dawson  
P Stanley

**Date:** 28 September 2004

**Location:** Shibdon Business Park, Blaydon

1. The Members and Directors agreed to waive the usual notice period for calling the meetings
2. P Stanley voted only in respect of the Directors' meeting of Graydon Dawson Contracts Ltd
3. The purpose of the meetings was to consider and if appropriate approve and or ratify the following proposals:
  - a) G Dawson would transfer 15 £1 Ordinary shares in Graydon Dawson Construction Ltd to S Dawson
  - b) G and S Dawson being the members of Graydon Dawson Contracts Ltd and Graydon Dawson Construction Ltd would transfer their shares to GD Holdings (Northern) Ltd in exchange for £1 Ordinary shares in that Company As a result they would wholly own GD Holdings (Northern) Ltd in the ratio of 75% and 25%
  - c) Following the share exchange the trade and related trading assets and liabilities of Graydon Dawson Construction Ltd would be transferred to Graydon Dawson Contracts Ltd The trading premises at Blaydon, New Zealand properties and other non business assets and liabilities would be held within Graydon Dawson Construction Ltd Any such assets and liabilities held by Graydon Dawson Contracts Ltd would be transferred to Graydon Dawson Construction Ltd
4. After consideration the above proposals were approved by the Members and Directors They then approved the share transfer and allotment forms.
5. There being no further matters the meetings were declared closed.

Approved on behalf of the Members and Directors of Graydon Dawson Contracts Ltd,  
Graydon Dawson Construction Ltd and GD Holdings (Northern) Ltd

G Dawson

*[Signature]* . *[Signature]* . 06/11/07

S Dawson

*[Signature]* . *[Signature]*

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