

Company Number: 3409815

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

NATIONWIDE BUILDING SERVICES GROUP

Written Special Resolution of the holders of the "A" Ordinary Shares in the capital of the Company passed on 23 Sept 2002 pursuant to Section 381A of the Companies Act 1985.

We being the holders of all of the issued "A" Ordinary Shares in the Company which comprise the whole of the issued share capital of the Company conferring the right to vote HEREBY RESOLVE that:-

1. pursuant to Section 164 (2) of the Companies Act 1985 and in accordance with Article 4 (B) of the Company's Articles of Association, the Company should purchase the 500 "A" Ordinary Shares of £1 each registered in the name of Brendan Farrell and the 24,500 "A" Ordinary Shares of £1 each held by Praxis Trustees Limited in the form of bearer warrants.
2. the terms of an Agreement relating to such purchase to be made between (1) Brendan Farrell and Praxis Trustees Limited (2) the Company and (3) John Slater and others a draft of which is attached hereto and initialled by all the holders of all the issued "A" Ordinary Shares in the Company, be approved and an engrossment thereof be signed by John Christopher Slater on behalf of the Company.
3. the payment of £437,350 in respect of the purchase price of such shares out of the distributable profits of the Company be approved.


Brendan Farrell

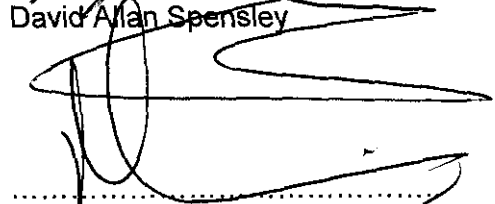

John Christopher Slater


John Peter Ralph





David Allan Spensley



for and on behalf of
Praxis Trustees Limited