

Number of) 3672456
Company)

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
(Pursuant to s.113 to s.116 of the Companies Act 1989
and s.381A of the Companies Act 1985)

OF

HARRIS LINDSAY LIMITED

Passed: 27th February 2003
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We, the undersigned, being all of the members of the above-named Company, witness by signature our approval to the subjoined RESOLUTIONS, viz:-

RESOLUTION 1

THAT the provisions of the Memorandum and Articles of Association of the Company be amended by deleting from Clause 5 of the Memorandum the following words, namely:

“ 5. The Company’s share capital is £100, divided into 100 shares of £1.00 each”.

and inserting in lieu thereof the following words, namely:

“5. The Company’s share capital is £3,000,000 divided into 3,000,000 shares of £1.00 each”.

RESOLUTION 2

THAT the provisions of the Memorandum and Articles of Association of the Company be amended by extending Clause 3(b) of the Articles for insertion of the following:

“With effect from 27th February 2003, the general authority conferred by paragraph 3(a) of this Article, which is conditional upon due compliance with Article 4 hereof, shall extend to a maximum amount of £3,000,000. This authority will expire on 24th February 2008, unless renewed, varied or revoked by the Company in General Meeting in accordance with the said Section 80 or Section 80A of the Act”.

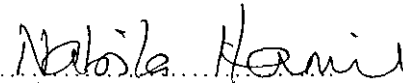


RESOLUTION 3

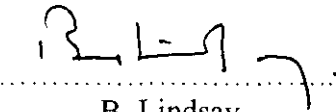
THAT for a period of 5 years to expire on 26th February 2008, the directors are authorised, by unanimous agreement evidenced in writing, to allot shares as they may determine with unfettered discretion and from time to time. Clause 4(a) of the Articles of Association will not apply, in so far as the terms thereof are to limit the directors' authority to allot shares and the notice period requirement in this respect.



J.W. Harris



Mrs N.F. Harris



B. Lindsay

