

LATIMER LAND (BRAINTREE) LIMITED

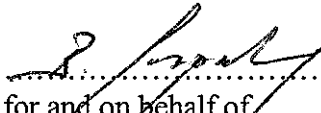
We, the undersigned, being all the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby resolve and agree that the following resolution be passed as a special resolution pursuant to section 381A of the Companies Act 1985:


SPECIAL RESOLUTION

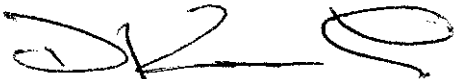
That the Company alter its memorandum of association with respect to the objects of the Company by the addition of a new objects clause to the memorandum in the form set out below and that the Company have the powers set out below:

"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the Company's holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or a company which is an associate of the Company (as defined by Section 435 of the Insolvency Act 1986) or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."

Dated 15 July 2003


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for and on behalf of
Willdav Engineering S.A.


.....
C W Keech


.....
M D Keech



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION
OF
LATIMER LAND (BRAINTREE) LIMITED**

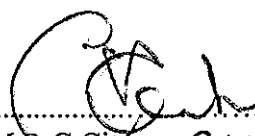
NOTICE is hereby given that on *15* July 2003 the following resolution was passed as a special resolution by means of a written resolution pursuant to section 381A of the Companies Act 1985:

SPECIAL RESOLUTION

That the Company alter its memorandum of association with respect to the objects of the Company by the addition of a new objects clause to the memorandum in the form set out below and that the Company have the powers set out below:

"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the Company's holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or a company which is an associate of the Company (as defined by Section 435 of the Insolvency Act 1986) or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."

Dated *15* July 2003


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~~M. C. Keen~~ *C W Keen*
Director

