

Company No: 4745915

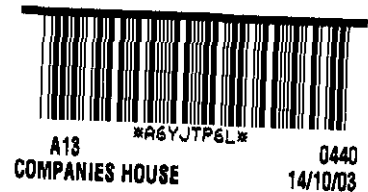
The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NEEDHAMS HOLDINGS LIMITED



We the undersigned, being all the members of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company, HEREBY PASS the following resolutions as Written Resolutions with the intention that the said resolutions shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTIONS

Ordinary Resolutions

1. THAT pursuant to the provisions of sections 80 and 80A of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section 80, provided that the maximum nominal amount of such securities which may be allotted under this authority (within the meaning of such section 80) is £2 and this authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on 30 September 2003 save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry; and the authority granted by this resolution is in substitution for any authority to allot relevant securities previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked.
2. THAT in accordance with Section 320 of the Companies Act 1985, the Company shall enter into the contract for the acquisition of the entire issued share capital of Needham (Building Contractors) Ltd in the form attached to this Written Resolution, notwithstanding that the Director of the Company whose names is set out below will be selling to the Company, in accordance with the terms of such contract, the number of shares in Needham (Building Contractors) Ltd set out alongside his name below:-

Director

Number of Ordinary Shares of £1 in Needham
(Building Contractors) Limited to be sold

P Wilby

1

Dated: 30th September 2003

.....
Paul Wilby

Shareholder

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Linda Wilby

Shareholder