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NI 40430

**THE COMPANIES (NORTHERN IRELAND) ORDER 1986
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ACCELERATION PROPERTIES LIMITED ("the Company")**

The members of the Company hereby note that one statutory declaration in Form 165(6)A to be sworn by the Directors of the Company, together with a report of the auditors of the Company, were made available to it for inspection and two Statutory Declarations in Form 165(b) together with reports of the auditors of the company were made available to it for inspection.

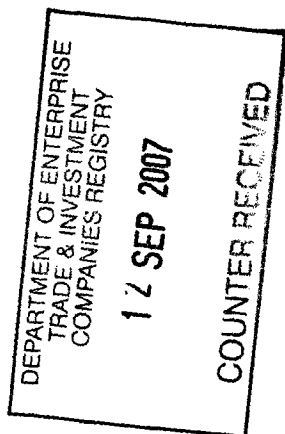
Pursuant to Article 389A of the Companies (Northern Ireland) Order 1986 (the "Order") the undersigned members of the Company being the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as a Special Resolutions pursuant to Article 389A of the Order.

SPECIAL RESOLUTIONS

1. THAT pursuant to the provisions of Article 15 of the Order the memorandum of association of the Company be altered by deleting existing Clause 3A(ii) and replacing it with new Clause 3A(ii) (a) as set out below, and adding in new Clause 3A(ii)(b)

3A (ii)(a)

To promote the interests of each of Clive Richardson Limited (NI 59254); Cecil A Haffey & Son Limited (NI 11758); Horta-Soils Limited (NI 21549) and Clarke Cunningham Tree Maintenance Limited (NI35959) (together "the Richardson Group") and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company, in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid to the intent that the promotion of the interests of Richardson Group shall be an object and not a power of the Company.



3A(ii)(b)

To give, whether directly or indirectly, any kind of financial assistance (as defined in Article 162(1)(a) of the Companies (NI) Order 1986 for any such purpose as is specified in Article 161(1) and Article 161(2) of the Companies (NI) Order 1986 so far as permitted by the said Order".

2. THAT the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the

acquisition by Clive Richardson Limited (the "Purchaser") of the entire issued share capital of the Company (the "Acquisition"), be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party:

2.1 A Loan Agreement to be made between the Company and Clive Richardson Limited for an interest free demand loan in the sum of £1.855,000

2.2 a form of guarantee (the "Guarantee") to be executed by the Company in favour of Ulster Bank Ireland Limited and Ulster Bank Limited (the Bank) under which the Company guarantees to the Bank obligations and liabilities of the Richardson Group and its subsidiaries incurred inter alia in respect of the Acquisition to the Bank;

2.3a Facility Letter between inter alia the Company and the Bank; and

2.4 a charge on shares to be executed by the Company in favour of the Bank

(the above documents, together the "Documents" and each a "Document")

3. THAT the amendments to the memorandum of association of the Company, as set out in resolution 1 above, be and are hereby approved.
4. THAT notwithstanding that the entering into and granting of certain of the Documents would constitute financial assistance within the meaning of Articles 161 to 168 (inclusive) of the Order the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof, and accordingly, such entry and granting, and the giving of such financial assistance, is in the best interests of the Company.
5. THAT the giving of such financial assistance, as set out in paragraph 4 above, be and is hereby approved and that the Company entering into and/or granting the Documents to which it is to be a party be and is hereby approved.
7. THAT any act done or document executed pursuant to resolution 1 shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions).

Clive Richardson acting by his lawful attorney Clive Richardson Limited

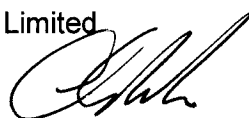


DIRECTOR

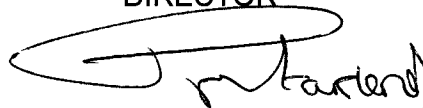


SECRETARY

John Haffey acting by his lawful attorney Clive Richardson Limited



DIRECTOR



SECRETARY

Dated day of