

JOHN G. STEIN & CO. LIMITED

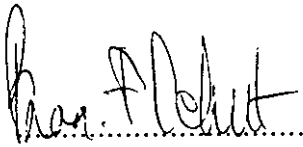
(the Company)

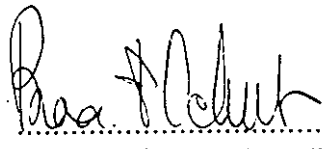
WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

SPECIAL RESOLUTION

THAT the regulations in the form annexed to this resolution be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.


.....
Hepworth Refractories Limited


.....
Hepworth Nominee Limited,
acting by
its duly authorised attorney

Dated: 15 APRIL 1997

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