

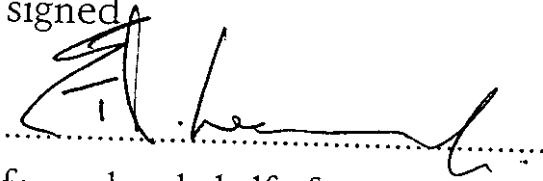
Stewart Plant Sales Limited
company number SC 34905 ("the Company")

written resolution of the single member of the Company passed on
16 November 1998 in accordance with section 381A Companies
Act 1985

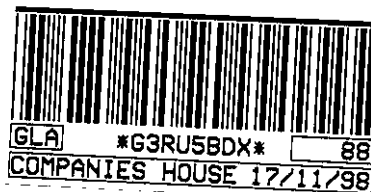
adoption of new articles

It is hereby resolved as a special resolution that the articles of
association in the form produced with this resolution be approved and
adopted as the articles of association of the Company in substitution
for and to the exclusion of all the existing articles of association of the
Company.

signed



for and on behalf of
JCB Service acting
by a director
as attorney for
Hewden Stuart plc



SM