

COMPANIES ACT 1985

**WRITTEN RESOLUTION
OF
RAE BROWN & COMPANY LIMITED**

Registered in Scotland No. SC81744
(the "Company")

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 22/12/2005 at 9am, Aberdeen

We, the undersigned, being all the members of the Company or our duly authorised representatives, who are at the date hereof entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

Passed as a Special Resolution

"That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by the renumbering of sub-clause (a) of Clause 3 thereof to read sub-clause (a)(i) and the addition of the following sub-clause:-

"To promote the interests of James Blake & Sons (1863) Limited (registered number: SC291785) 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 such interests of any such company as aforesaid shall be an object and not a power of the Company".

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Rae Brown

..... 22/12/05
Date

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Winifred Brown

..... 22/12/05
Date

