

Date 10-4-00
CERTIFIED A TRUE COPY

VB
BURNESSE
242 West George Street
GLASGOW G2 4QY

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HEATWISE LIMITED

Registered No. 103925

We, the party whose name and address is set out below, being the sole member of HEATWISE LIMITED (incorporated in Scotland with registered number 103925) ("the Company") which, as at the date of this resolution, would have been entitled to attend and vote at a general meeting of the Company at which the resolution was proposed, hereby AGREE to the following resolution, such that it shall have effect as if it had been passed as a special resolution of the Company:-

That

- (a) the directors of the Company be and are hereby authorised and directed to transfer (for nil consideration) to The Wise Group (incorporated in Scotland with registered number 91095), with effect from close of business on 31 March 2000, the whole of the assets and undertaking of the Company;
- (b) the directors of the Company be and are hereby authorised and directed to execute and deliver all such documents and take all such other steps as they may consider appropriate in connection with such transfer.

Signature

Name

Address

Date of
Signing

ah Smith
ah John

THE WISE
GROUP

72 Charlotte Street, Glasgow

31 MARCH 2000

