

TUBULAR ULTRASOUND LIMITED

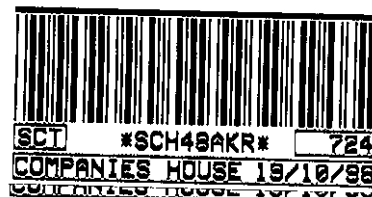
COMPANY NUMBER: 136216

WRITTEN RESOLUTION OF SHAREHOLDERS PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985

We, the undersigned being the whole members of Tubular Ultrasound Limited entitled to vote at general meetings of the Company, in terms of the power available to us and contained in Section 381A of the Companies Act 1985 ("the Act") DO HEREBY RESOLVE as follows and hereby declare that such Resolutions shall be deemed to be Elective Resolutions of the Company in terms of Section 379A of the Act:-

1. "That in accordance with Section 252 of the Companies Act 1985, being a dormant Company in terms of that Section, and having been so dormant since 1 January, 1997, Section 384 of the Companies Act 1985 shall not apply to the Company, and accordingly the Company is exempt from the obligation to appoint auditors as otherwise required by that Section".
2. "That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting".
3. "That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1998 and subsequent years (until this election is revoked)".
4. "That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually".

Dated this ninth day of October 1998.



Colt G. Lora

DIRECTOR FOR AND ON BEHALF OF WOOD GROUP DRILLING & PRODUCTION SERVICES LIMITED

[Signature]

SECRETARY FOR AND ON BEHALF OF WOOD GROUP DRILLING & PRODUCTION SERVICES LIMITED