

Company number: SC163694

LAND & MINERAL SURVEY SERVICES LIMITED

ORDINARY AND SPECIAL RESOLUTIONS

The following ordinary and special resolutions were passed by the members at an extraordinary general meeting held on (date) **9 NOVEMBER 2000** at (place) **ASNTREES HOUSE, 9 ORR SQUARE PAISLEY**

Ordinary resolutions:

1. (a) That the Company's authorised share capital of £100,000 at present divided into 100,000 Ordinary shares of £1 each is hereby re-designated into 50,000 "A" shares of £1 each and 50,000 "B" shares of £1 each and that accordingly 49,999 of the unissued shares and the 1 issued share in the name of J.M. Kirkwood are hereby redesignated as "A" shares of £1 each and that the remaining 49,999 of the unissued shares and the 1 issued share in the name of L.H. Kirkwood are hereby redesignated as "B" shares of £1 each.

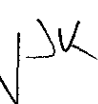
(b) That there shall be attached to the "A" shares and the "B" shares the rights and conditions as set out in the Articles of Association of the Company to be adopted pursuant to resolution 3 below.

2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed, revoked or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

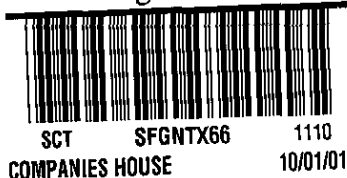
Special Resolution:


3. That the regulations set forth in the printed document attached to this resolution, and for the purpose of identification marked with an "A" are hereby approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

Signed:


(Chairman of the meeting/director/Secretary)

(†Delete as appropriate)




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