WRITTEN RESOLUTION

I, the undernoted, being the sole member of CERAMCO LIMITED incorporated in Scotland with registered number 174224 ("the Company") who at the date of this resolution would be 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:-

That the regulations set out in the document annexed to this resolution and signed by me (as the sole member) for the purpose of identification be adopted as the articles of association in substitution for and to the exclusion of the existing articles of association.

Signature

MayautKHSII

Name

<u>Address</u>

Date of Signing

Margaret Ruth Holling

25 East Montrose Street, Helensburgh G84 7HU

17 July 1997

