

THE COMPANIES ACT 1985

RESOLUTION OF MEMBERS

ARL HOLDINGS LIMITED

No. 178120

We, the undersigned, being all the members of ARL Holdings Limited ("the Company") entitled to receive notice of and to attend and vote at general meetings of the Company, declare the following resolution to have been duly passed as a special resolution of the Company, as if it had been passed at a general meeting of the members of the Company duly convened and held:

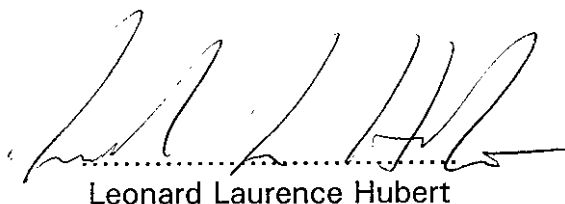
Special Resolution

1. "That clause 3 of the Memorandum of Association of the Company be deleted and substituted by the following:
 3. The objects of the Company are:
 - (A) (1) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company including without prejudice to the foregoing generality, Aberdeen Radiators Limited, and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest;
 - (2) To purchase or by any other means acquire and take options over any property whatsoever, heritable or moveable, real or personal and any rights or privileges of any kind over or in respect of such property;
 - (3) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
 - (B) To do all such things as are incidental or conducive to the carrying on of the business of the Company, including without prejudice to the foregoing generality, the power to (1) borrow or raise monies in any manner of means whatsoever; (2) to guarantee the obligations and liabilities of any person (including without limitation any company which is a holding company or subsidiary of the Company or a subsidiary of a holding company of the Company); and (3) grant security or

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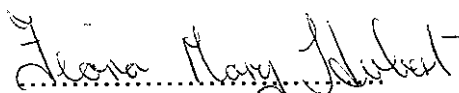
charges over all or any part of the property and undertaking of the Company (including its uncalled capital) in security of any of the liabilities or obligations of the Company (including without limitation under any guarantee granted by the Company)."



Leonard Laurence Hubert

16. 6. 1998

Date



Fiona Mary Hubert

16/6/98

Date