

**Company No 222440**

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

**Pursuant to section 381A of the Companies Act 1985**

**of**

**UPP (ABERDEEN) LIMITED (the "Company")**

We, the undersigned, being the sole member of the above named Company entitled to receive notice of, attend and vote at general meetings, and pursuant to section 381A of the Companies Act 1985, hereby approve the following resolutions of the Company, of which Resolutions 1 to 3 are Ordinary Resolutions and Resolution 4 is a Special Resolution, and agree that the said Special Resolutions and the said Ordinary Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

**ORDINARY RESOLUTIONS**

1. THAT with effect from the passing of this resolution the two subscriber shares of £1 be designated as two 'B' ordinary shares of £1, having the rights contained in the Articles of Association to be adopted pursuant to resolution numbered 4 below;
2. THAT with effect from the passing of this resolution the 998 existing authorised but unissued ordinary shares of £1 each be designated as 500 'A' ordinary shares and 498 'B' ordinary shares, each having the rights contained in the Articles of Association to be adopted pursuant to resolution numbered 4 below;
3. THAT with effect from the passing of this resolution the authorised share capital of the Company is increased from £1,000 to £169,900 by the creation of 84,450 new 'A' ordinary shares of £1 each and 84,450 new 'B' ordinary shares of £1 each, each having the rights contained in the Articles of Association to be adopted pursuant to resolution numbered 4 below;



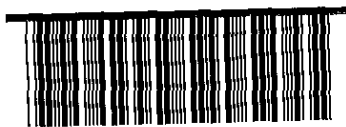
## SPECIAL RESOLUTION

4. THAT the regulations contained in the printed documents put before the Meeting and for the purpose of identification signed by the Secretary of the Company be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of all the existing Articles of Association of the Company.

Dated this 14<sup>th</sup> day of September 2001



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Director, for and on behalf of Jarvis plc



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