

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PARSONS PEEBLES GENERATION LIMITED (the "Company")

(Registered in Scotland under company number SC281567)

dated 6 April 2005

We, the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, pass the following resolutions as written resolutions to have effect as if passed as special resolutions at a general meeting of the Company in accordance with regulation 53 Table A to the Companies Act 1985 (as amended) and hereby consent to the matters referred to therein:-

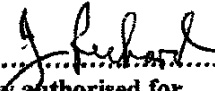
Special Resolutions

1 Adoption of New Articles

the regulations contained in the document attached hereto and for the purposes of identification signed by the Chairman as relative to this paragraph of this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

2 Increase of capital

the authorised share capital of the Company be and is hereby increased from £1,000 to £100,000 divided into 100,000 Ordinary Shares of £1 each by the creation of an additional 99,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing 1,000 Ordinary Shares of £1 each in the capital of the Company.


.....
duly authorised for
Parsons Quarries Limited

..... 6/4/05
Date

