

WRITTEN RESOLUTION OF THE MEMBERS OF
MIDLAND SHEET METAL LIMITED

PURSUANT TO SECTION 381(A) COMPANIES ACT 1985

We, the undersigned members, being together the holders of all the shares in the capital of the above named Company now issued, hereby resolve and agree that the following Resolutions shall take effect as Special Resolutions pursuant to and in accordance with Section 381(A) of the Companies Act 1985 ("the Act"):-

1. That the Agreement proposed to be entered into between the Company and Robin Keith Weston ("Mr Weston") for the sale by Mr Weston and the purchase by the Company of 29,999 Shares of £1 each of the Company at the price of £1,153,000 payable out of the distributable profits of the Company, the terms of which are set out in the written draft produced to us, be and it is hereby authorised.
2. The Option Agreement to be entered into between the Company, Mr Weston and Steven Smith in respect of the remaining ordinary share of £1,000 each in the Company being a contingent share purchase contract for the purposes of Section 165 of the Act be and it is hereby approved and accordingly the Company be authorised to enter into it.

Handwritten initials: RKW

Handwritten signature of Steven M. Smith

.....
Steven M. Smith

Dated *31-3-* 1999

Handwritten signature of Robin K. Weston

.....
Robin K. Weston

Dated *31 March* 1999

We acknowledge receipt of a copy of the above resolutions

Handwritten signature of King Freeman

King Freeman

Dated *31 March* 1999

