

MINUTES OF MEETING OF DIRECTORS
OF Castle Hill Joinery & Interiors Pty. Ltd.
HELD AT 37/7 Salisbury Road, Castle Hill, NSW
ON THE 2nd day of June, 2000
AT

PRESENT:

Gregory Ronald Cunneen
Michael Thomas Mayne

(Chairman)


ACCEPTANCE OF
TRUSTEESHIP OF
FUND:

The chairman advised that
Cunneen & Mayne Building Constructions Pty. Ltd.
had advised of a proposal to establish a superannuation fund to provide
benefits for it's employees and had requested the company to act as
trustee of the superannuation fund to be known as Cunneen & Mayne
Superannuation Fund.

IT WAS RESOLVED that the company accept the trusteeship of the
proposed Cunneen & Mayne Superannuation Fund.

IT WAS FURTHER RESOLVED that on appointment, the company,
acting in its capacity as trustee of the superannuation fund execute the
trust deed establishing the superannuation fund under the common seal
of the company.

Signed as a true and correct record


.....
Chairman

2.6.00
.....
Date

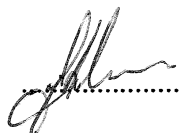
Trustees of Cunneen & Mayne Superannuation Fund

I, Gregory Ronald Cunneen

of 3 Lombard Place Baulkham Hills N.S.W. 2153

being a member of Cunneen & Mayne Superannuation Fund hereby confirm that I have read the memorandum forwarded to me on the 2nd day of June, 2000, setting out the benefits provided to each member by the fund, the conditions relating to those benefits and the method of determining entitlements of members of Cunneen & Mayne Superannuation Fund.

Dated this 2nd day of June, 2000


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PRESENT: Gregory Ronald Cunneen (Chairman)
Michael Thomas Mayne

SUPERANNUATION FUND: The chairman tabled a trust deed for the establishment of a superannuation fund to provide benefits for the company's employees.

IT WAS RESOLVED that a superannuation fund be established to be known as Cunneen & Mayne Superannuation Fund to provide benefits for the company's employees.

IT WAS FURTHER RESOLVED that the trust deed of Cunneen & Mayne Superannuation Fund be executed under the common seal of the company.

TRUSTEE OF FUND:

The chairman advised that Castle Hill Joinery & Interiors Pty. Ltd. had consented to act as trustee of Cunneen & Mayne Superannuation Fund.

IT WAS RESOLVED that Castle Hill Joinery & Interiors Pty. Ltd. be and is hereby appointed trustee of Cunneen & Mayne Superannuation Fund.

STAMPING OF THE TRUST DEED:

IT WAS RESOLVED that the trust deed be duly stamped for stamp duty purposes.

(* Delete if inapplicable)

* APPOINT OF REPRESENTATIVE: IT WAS FURTHER RESOLVED that _____ be and is hereby appointed Employer Representative Director of Cunneen & Mayne Superannuation Fund and that written notice of such appointment be given to the trustee company.

INVITATIONS TO MEMBERSHIP OF FUND:

IT WAS RESOLVED that the following persons

Gregory Ronald Cunneen
Michael Thomas Mayne

being employees of the company be invited by the company to participate in Cunneen & Mayne Superannuation Fund and to apply in writing in a form approved by the trustee for admission to membership of the superannuation fund and on receipt of such applications by the trustee those employees shall become members of the superannuation fund upon the terms and conditions set forth in the trust deed.

Signed as a true and correct record

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Chairman

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Date

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PRESENT: Gregory Ronald Cunneen (Chairman)
Michael Thomas Mayne

APPLICATION
FOR MEMBERSHIP
TO THE FUND:

The chairman tabled applications for membership of
Cunneen & Mayne Superannuation Fund.

IT WAS RESOLVED that the company acting in its capacity as trustee of Cunneen
& Mayne Superannuation Fund acknowledge receipt of the applications received
from

Gregory Ronald Cunneen
Michael Thomas Mayne

who have been invited by their employer to participate in Cunneen & Mayne
Superannuation Fund and that the application forms be signed for and on behalf of
the company, acknowledging receipt of the applications for membership of the
superannuation fund.

IT WAS FURTHER RESOLVED that the applicants be notified by written
statement, detailing the kinds of benefits provided to members by the fund, the
conditions relating to those benefits and the method of determining entitlements of
members of Cunneen & Mayne Superannuation Fund.

BANKERS FOR
THE FUND:

IT WAS RESOLVED that a banking account for the company
acting in its capacity as trustee of Cunneen & Mayne Superannuation Fund be
opened with the _____ at its

_____ branch and that
and

be authorised to sign, draw, endorse or otherwise execute all cheques drawn and
other negotiable instruments and to operate the account.

Signed as a true and correct record

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Chairman

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PRESENT: Gregory Ronald Cunneen (Chairman)
Michael Thomas Mayne

APPOINTMENT
OF APPROVED
AUDITOR:

The chairman advised that
Cunneen & Mayne Building Constructions Pty. Ltd. as Principal Employer of the
Cunneen & Mayne Superannuation Fund
had requested that Edward Chan of Chan & Naylor of Suite 2, 9-11 Bells Road
Oatlands N.S.W. be appointed approved auditor of the Fund.

The chairman further advised that Edward Chan of Chan & Naylor being a member
of

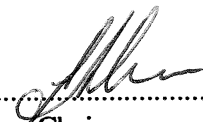
- * Australian Society of Certified Practicing Accountants
- * The Institute of Chartered Accountants in Australia
- * Association of Taxation and Management Accountants

* National Institute of Accountants

had consented in writing to his appointment and that as the Cunneen & Mayne
Superannuation Fund has less than five members a registered auditor is not
required.

IT WAS RESOLVED that the company acting in its capacity as trustee of Cunneen
& Mayne Superannuation Fund appoint Edward Chan of Chan & Naylor being an
approved auditor, as auditor of Cunneen & Mayne Superannuation Fund.

Signed as a true and correct record


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Chairman

2-6-00
.....
Date

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AT

PRESENT: Gregory Ronald Cunneen (Chairman)
Michael Thomas Mayne

APPOINTMENT
OF REGISTERED
AUDITOR:

The chairman advised that
Cunneen & Mayne Building Constructions Pty. Ltd. as Principal Employer of the
Cunneen & Mayne Superannuation Fund
had requested that Edward Chan of Chan & Naylor of Suite 2, 9-11 Bells Road
Oatlands N.S.W. be appointed as registered auditor of the Fund.

The chairman further advised that Edward Chan of Chan & Naylor had consented
in writing to his appointment as auditor of the Fund.

IT WAS RESOLVED that the company acting in its capacity as trustee of Cunneen
& Mayne Superannuation Fund appoint Edward Chan of Chan & Naylor being a
registered auditor, as auditor of Cunneen & Mayne Superannuation Fund.

Signed as a true and correct record


.....
Chairman

2-6-00
.....
Date

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HELD AT 37/7 Salisbury Road, Castle Hill, NSW
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AT

PRESENT: Gregory Ronald Cunneen (Chairman)
Michael Thomas Mayne

REQUEST FOR
APPOINTMENT
OF APPROVED
AUDITOR:

IT WAS RESOLVED that the trustee of the
Cunneen & Mayne Superannuation Fund
be requested to appoint Edward Chan of Chan & Naylor
of Suite 2, 9-11 Bells Road Oatlands N.S.W.
being *~~a registered auditor~~* an approved auditor, as auditor of Cunneen & Mayne
Superannuation Fund.

Signed as a true and correct record


.....
Chairman

2.6.00
.....
Date