

THE COMPANIES ACTS 1985 AND 1989



Drawn Box 2
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001800

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

JEM SMOKE MACHINE COMPANY LIMITED



Passed 31st October 1997

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Martin House, Boxmend Industrial Estate, Bircholt Road, Parkwood, Maidstone, Kent, ME15 9YG, on the 31st day of October 1997, the following Resolutions were duly passed, as to Resolution 1 as an Ordinary Resolution and as to Resolutions 2 to 5 as Special Resolutions:

ORDINARY RESOLUTION

1. THAT the authorised capital of the Company be increased to £250,000 by the creation of 240,000 additional shares of £1 each, to rank pari passu in all respects with the existing shares in the capital of the Company

FOR RESOLUTION ONLY
- THIS RESOLUTION TO BE PASSED SEPARATELY

SPECIAL RESOLUTIONS

2. THAT, pursuant to the provisions of Section 43 of the Companies Act 1985, the Company be re-registered as a Public Limited Company
3. THAT the name of the Company be changed to "JEM SMOKE PLC"
4. THAT the Memorandum of Association of the Company be altered as follows:
 - 4.1 by amending the name of the Company as aforesaid;
 - 4.2 by adding a new Clause 2 as follows:

"2. The Company is to be a public company"
 - 4.3 by re-numbering the existing Clauses 2 et seq as Clauses 3 et seq
 - 4.4 by deleting Clauses 4(A)(1) and 4(A)(2) in the new numbering and substituting therefor

"4(A)(1) To design, manufacture, assemble, buy, sell, import, export, distribute.

instal, service or otherwise deal in mechanical, electrical and electronic products and systems of every description, and articles, devices, appliances, materials, substances, formulae or things useful therewith or in relation thereto; to act as managers, consultants, specialists, advisers, contractors, operators and agents in or for the installation, maintenance, testing, upkeep, repair, cleaning, renovation, refurbishment, reconstruction, erection, dismantling, demolition and disposal of machinery, plant, systems, equipment, structures, buildings, works, fittings and vehicles of every description; and to carry on business as merchants, wholesalers, retailers, suppliers, distributors, stockists and agents for any goods, wares and merchandise useful in or in connection with the business of the Company and as shippers, carriers, forwarding agents and transport contractors."

"4(A)(2) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in sub-Clause 4.1(a) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights."

4.5 in Clause 4(R) in the new numbering deleting the reference to "sections 39-45 of "Companies Act 1980" and substituting therefor "sections 263-281 of the Companies Act 1985".

4.6 by altering in the final clause the authorised capital as aforesaid.

5. THAT the new Articles of Association, a copy of which is annexed hereto and signed for the purpose of identification by the Chairman of the Meeting, be adopted as the Articles of Association of the Company to the exclusion of all previous Articles.



I. KIRBY
Chairman of the Meeting