

Company Number: 2575875

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

SPECIAL RESOLUTIONS

of

SEAFOOD MARKETING INTERNATIONAL LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 1 WHITWORTH STREET OPENSHAW MANCHESTER on the 4th day of APRIL 1997, the following SPECIAL RESOLUTIONS were duly passed:-

1. That the authorised share capital of the Company be increased from £3,000 to £100,000 by the creation of 97,000 Shares of £1 each ranking pari passu in all respects with the existing Shares in the capital of the Company.
2. That the Directors are generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80 of the said Act) provided that this authority shall not exceed the amount of the authorised share capital at the date of the passing of this Resolution, and that this authority shall expire on the fifth anniversary of the date of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting. Save that the Directors may notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
3. That upon the recommendation of the Directors the sum of £57,000 being part of the accumulated capital and revenue reserves available for distribution, be capitalised and appropriated as capital to and among the holders of the Ordinary Shares of £1 each in the capital of the Company as appearing in the Register of Members as at the close of business on the 2nd day of APRIL 1997 and that the Directors be authorised and directed to apply such sum in paying up in full 57,000 Ordinary Shares of £1 each in the capital of the Company and to allot and distribute such new shares, credited as fully paid, to and among the holders of the Ordinary Shares at the rate of 19 shares of £1 each for every one share held by them.



Presented by:-	3233/BK
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4. That pursuant to the provisions of Section 43 Companies Act 1985, the Company be re-registered as a public company and

(a) the Company's Memorandum of Association be altered as follows:-

(i) by deleting the existing Clause 1 and substituting therefor the following Clauses to be numbered 1 and 2:

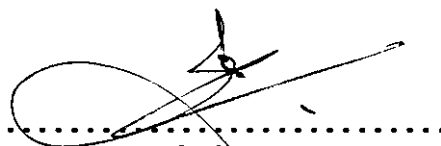
"1. The Company's name is "SEAFOOD MARKETING INTERNATIONAL PLC".

2. The Company is to be a public company."

(ii) by renumbering existing Clauses 2, 3, 4 and 5 as Clauses 3, 4, 5 and 6 respectively.

and the print of the Memorandum of Association of the Company, as so altered, produced to the Meeting, and for the purpose of identification signed by the Chairman thereof, be approved and adopted.

(b) That the Regulations set forth in the printed document produced to this meeting and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.


.....
Chairman