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Aqua Enviro Ltd

Minutes of a meeting of the Board of Directors held at 2 pm on 1 January 2005 at Richmond House
Blenheim Terrace Leeds LS2.

Special Resolution relating to the Articles of Association

The following Special Resolution was put to the Board and unanimously agreed:

*That Article 6(B) of the Articles of Association be amended to extend the Directors authority to allot shares to
1st January 2009*

M A Smith

Company Secretary
1 January 2005

Circulation:

*Dr N Horan
*Mr M Lowe
Mr P Lowe
Mr G Tetchner



10 per cent. of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of section 97 of the Act shall be observed.

6. (A) The Directors may subject to Article 45 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(B) The general authority conferred by paragraph (A) of this Article shall be conditional upon due compliance with Article 45 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on (1 JANUARY / 2009 19)⁽¹⁾ unless renewed, varied or revoked by the Company in General Meeting in accordance with section 80 or section 80A of the Act.

(C) The Directors shall be entitled under the general authority conferred by paragraph (A) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

7. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

8. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as required by law.

9. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate [under the Company's common seal or under the official seal kept by the Company by virtue of section 40 of the Act]⁽²⁾ for all the shares registered in his name, specifying the number and

*Amended by
Special
Resolution
1/1/05*