

Company No: 3769974



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

ENVIRONMENTAL PROPERTY SERVICES LIMITED

Dated this 13 day of August 1999

We, the undersigned, being the only members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held:

1. THAT in accordance with section 43(1)(a) of the Companies Act 1985 (as amended) (the "Act"), the company be re-registered as a public company as defined in section 1 of the Act;
2. THAT the name of the company be changed to Environmental Property Services plc;
3. THAT in accordance with section 43(2) of the Act, the memorandum of association of the company be altered by:
 - (a) the deletion of the word "LIMITED" and the insertion of the word "PLC" in the title;
 - (b) by deleting clause 1 and substituting for it the following:

"1. The name of the Company is ENVIRONMENTAL PROPERTY SERVICES PLC;
 - (c) by inserting as a new clause 2 the following:

"2. The Company is to be a public company."
 - (d) by renumbering the existing clauses 2 to 7 as clauses 3 to 8 respectively;

- (e) by deleting clause 4.18 and renumbering clauses 4.19 to 4.33 as 4.18 to 4.32 respectively,

and that a print of the memorandum of association of the company as so altered in the form attached and initialled by us for the purposes of identification only be approved and adopted; and

4. THAT the articles of association contained in the form attached and initialled by us for the purposes of identification only be adopted as the new articles of association of the company in substitution for and to the entire exclusion of the existing articles of association.

Lawrence M. De...
.....
for and on behalf of Alchemy Partners Nominees Limited

(initials)

For and on behalf of
**GUERNSEY INTERNATIONAL
FUND MANAGERS LIMITED**
Secretary,

.....
David John Anderson

.....
David Hamilton

.....
Nigel Morley

.....
George Rajendra

.....
Richard Burl

Company No: 3769974

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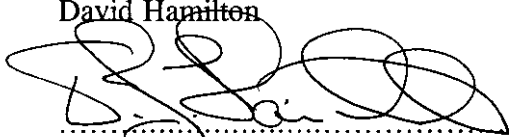
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4. THAT the articles of association contained in the form attached and initialled by us for the purposes of identification only be adopted as the new articles of association of the company in substitution for and to the entire exclusion of the existing articles of association.

.....
for and on behalf of Alchemy Partners Nominees Limited

.....
David John Anderson by his duly authorised attorney *George Rajendra*


.....
David Hamilton


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Nigel Morley by his duly authorised attorney *David Hamilton*


.....
George Rajendra

.....
Richard Burl

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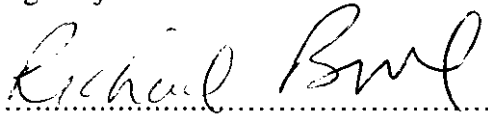
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for and on behalf of Alchemy Partners (Nominees) Limited

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David John Anderson

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