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Company No. 3978346

c/n - 5.10.00



THE COMPANIES ACT 1985

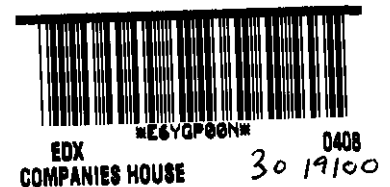
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

FFASTFILL HOLDINGS PLC

Passed on 29 September 2000



At an extraordinary general meeting of the Company duly convened and held at 78 Cannon Street London EC4N 6HH on 29 September 2000 the following resolutions were duly passed as, in the case of resolutions 1 and 2, as ordinary resolutions, and in the case of resolutions 3 and 4, as special resolutions:

ORDINARY RESOLUTIONS

1. That the existing 20,000,000 ordinary shares of 10 pence each in the capital of the Company be sub-divided into 200,000,000 ordinary shares of 1 pence each.
2. That, in substitution for all existing authorities, the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) up to an aggregate nominal amount of £1,670,489.70 during the period commencing on the date this resolution is passed and ending at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution unless previously renewed, varied or revoked by the Company in General Meeting, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after that date and the Company may implement the same as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. That, in substitution for all existing authorities, subject to and conditional upon Resolution 2 above being passed, the directors be and are hereby authorised and empowered pursuant to Section 95 of the Act during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next

Annual General Meeting of the Company after the passing of this resolution, unless previously renewed, varied or revoked by the Company in General Meeting, to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by Resolution 2 above as if Section 89 (1) of the Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue or open or other pre-emptive offer in favour of holders of ordinary shares where such equity securities are offered to holders of ordinary shares in proportion (as nearly as may be) to the number of ordinary shares then held or deemed to be held by them, subject only to such exceptions, exclusions or other arrangements as the directors may, in their opinion, deem necessary or expedient to deal with fractional entitlements, legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,670,489.70.
4. That the name of the Company be changed to FFastFill plc.

  
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Chairman/Director/Secretary