

Company No: 4410202

**THE COMPANIES ACT 1985**

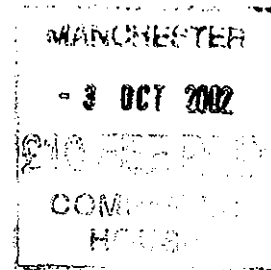
**COMPANY LIMITED BY SHARES**

**ORDINARY AND SPECIAL RESOLUTIONS**

of

**EVER 1773 LIMITED**

Passed the 17th day of September 2002



By a Written Resolution of the above named Company duly passed on the above date, pursuant to section 381A of the Companies Act 1985 the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company as follows:-

**ORDINARY RESOLUTIONS**

1. That the authorised share capital of the Company be hereby increased from £1,000 divided into 1,000 Ordinary Shares of £1.00 each to £600,000 divided into 100,000 Ordinary Shares of £1.00 each and 500,000 Convertible Redeemable Preference Shares of £1.00 each by the creation of a further 99,000 Ordinary Shares of £1.00 each and 500,000 Convertible Redeemable Preference Shares of £1.00 each.
2. That for the purposes of section 80 of the Companies Act 1985 the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £600,000, being the authorised (as increased by the preceding resolution) but as yet unissued share capital of the Company provided that this authority shall expire five years after the passing of this Resolution unless previously renewed, revoked or varied in any way.

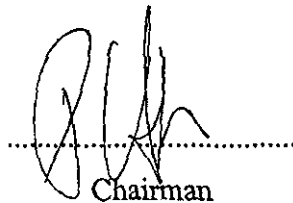
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### SPECIAL RESOLUTIONS

3. That the Directors (being generally authorised by the resolution numbered 2 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot 100,000 Ordinary Shares of £1.00 each and 500,000 Convertible Redeemable Preference Shares of £1.00 each in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this Resolution.
4. That, subject to the consent of the Department of Trade, the name of the Company be changed to :-

"Arrow Industrial Group Limited".



Chairman