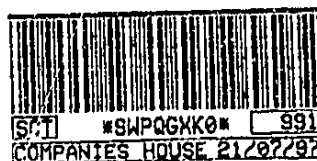


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SPECIAL RESOLUTIONSINTERGRATED ENVIRONMENTAL SOLUTIONS LIMITED

At an Extraordinary General Meeting held at Glasgow on the Twenty Fifth day of October, Nineteen Hundred and Ninety Six the following Special Resolutions were placed before the meeting and were duly passed:-

1. That the authorised Share Capital of the Company be increased from £50,000 to £150,000 by the creation of 85,000 new Ordinary Shares of £1.00 ranking pari passu in all respects with the Ordinary Shares in the capital of the Company in issue on the date of passing of this Resolution and by the creation of 15,000 cumulative participating preferred Ordinary Shares of £1.00 each.
2. That with effect from the time of the passing of this Resolution the Directors be unconditionally authorised, pursuant to Section 80 of the Companies Act, 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £100,000 at any time or times during the period of Five years from the date hereof and that at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
3. That the provisions of Article 6.1 of the Articles of Association of the Company shall not apply to the proposed allotments of a) 13,043 cumulative participating preferred Ordinary Shares of £1.00 each to Speedwell Investments and b) the allotment of 2171 Ordinary Shares to the Trustees of Mrs A.D. Carnie's Family Trust provided that such allotment is made within one month of the date hereof.
4. That subject to the passing of Resolution Number 3 hereof, the Directors be empowered until the Company's Annual General Meeting to allot or agree to allot equity securities pursuant to the authority conferred by the said Resolution 3 above as if Article 6.1 of the Articles of Association of the Company did not apply to any such allotment provided that the Company may make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this authority had expired and the Directors may allot equity securities in pursuance of any such offer or agreement. For the purposes of the foregoing Resolution the expression "equity securities" and "allot" shall bear the meanings respectively given to the same in Section 94 of the Companies Act, 1985.
5. To amend the Articles of Association by the addition of the following Articles:-
 - 3.4 The share capital of the Company at the date of adoption of this Article has been increased to £150,000 divided into 135,000 Ordinary Shares of £1.00 each and 15,000 cumulative participating preference Ordinary Shares of £1.00 each. The Ordinary Shares and the cumulative participating preference Ordinary Shares shall have the same rights and privileges and shall rank pari passu in all respects save that:-

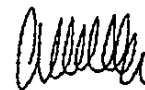


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AS REGARDS INCOME - the cumulative participating preference Ordinary Shares shall entitle the holders thereof in priority to any payment of dividend on any other class of share to a fixed cumulative preferential dividend calculated as being a minimum of 6.5 per centum per annum of the subscription price paid for each cumulative participating preference Ordinary Share; Where the dividend to be distributed amongst the holders of Ordinary Shares is more than the said 6.5% the said cumulative participating preference Ordinary Shares shall be entitled to the same dividends payable less the preferred payment of 6.5 per centum per annum.

Certified a True Minute



Secretary

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