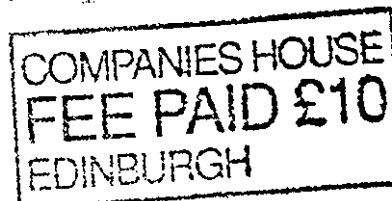


Company No: SC181843



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

VERIMAC (NO. 88) LIMITED

At an Extraordinary General Meeting of the Company held at 48 Castle Street, Edinburgh on 3 April 1998 the following Resolutions were passed:-

1. ELECTIVE RESOLUTION

THAT:-

- (1) Pursuant to Section 366 (A) of the Companies Act 1985 (as amended by Section 115 of the Companies Act 1989), the Company dispense with the holding of the Annual General Meetings.
- (2) Pursuant to Section 252 of the Companies Act 1985 (as amended by Section 16 of the Companies Act 1989), the Company dispense with the laying of Accounts and Reports before the Company in General Meeting.
- (3) Pursuant to Section 386 of the Companies Act 1985 (as amended by Section 119 of the Companies Act 1989), the Company dispense with the obligation to appoint Auditors annually.

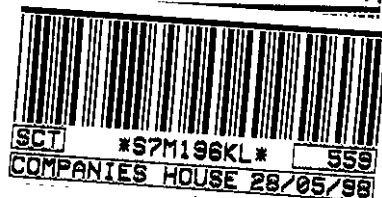
2. SPECIAL RESOLUTION

THAT the name of the Company be changed to Eau Vivante Eco-Systems Limited.

3. SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be altered by adding as the first paragraph of Clause III (1) the following:-

- (a) To carry on the business of environmental consultants and consultants,



designers and contractors in respect of ecological water and waste treatment
and re-numbering the existing paragraphs accordingly.

And Hal

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Secretaries