

AQUADOS (UK) LIMITED
(Incorporated in Scotland, Registered Number SC204973)

*Certified a true
copy as at 3.12.02*
[Signature]
Solihull

WRITTEN RESOLUTION

Pursuant to Section 381A of the Companies Act 1985 (the "Act"), we, the undersigned, being all the members of Aquados (UK) Limited (the "Company"), entitled to attend and vote at a meeting of the members of the Company convened for the purpose of passing the following resolutions, hereby consent to the passing of the following resolutions as Special Resolutions and as Ordinary Resolutions of the Company, to the effect that such resolutions shall be as effective as if they had been passed at a general meeting of the Company duly convened and held and we hereby document the granting of certain unanimous written consents in relation to such resolutions and other arrangements currently contemplated by the Company:-

SPECIAL RESOLUTIONS

1. THAT the Articles of Association of the Company (the "Articles") be and are hereby amended by the following changes: -
 - (a) deletion of the third paragraph of Article 2.1 in its entirety and its replacement with the following:

"Regulation 32 by the addition to paragraph (b) of the words "but so that any such consolidation and/or division shall not result in any member becoming entitled to fractions of a share";
 - (b) the addition of a new second last paragraph to Article 2.1 in the following terms:

"Regulation 89 by the deletion of the word "two" on the second line and its replacement with the word "one"; and
 - (c) the deletion of Article 16 in its entirety and its replacement with the following:

"The number of Directors (other than alternate Directors) shall be no more than 5 nor less than 1."

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and is hereby increased from £33,000 to £38,824 by the creation of an additional 5,824 ordinary shares of £1.00 each in the share capital of the Company.
2. THAT in substitution for any existing authority under Section 80 of the Act, but without prejudice to the exercise of any such authority prior to the date hereof, the sole director is hereby authorised, pursuant to Section 80(1) of the Act, to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £5,824 to JemPak Canada Inc. ("JemPak") (or its nominees) in satisfaction of its rights under any agreement conferring upon it the right to subscribe for such shares, such authority to expire on 30 September 2003 unless previously revoked, varied or extended by the Company in general meeting.



UNANIMOUS WRITTEN CONSENTS

1. The sole director be and is hereby authorised to allot equity securities pursuant to the authority conferred in Ordinary Resolution 2 above, as if Article 6 of the Articles did not apply to any such allotment, up to an aggregate nominal amount of £5,824, such power to expire on 30 September 2003, unless previously revoked, varied or extended by the Company in general meeting.
2. The sole director be and is hereby authorised pursuant to Article 8 of the Articles to register a transfer of shares made otherwise than in accordance with Articles 7 and 9 of the Articles, in relation only to any transfer of shares by Gerald Thomas Hinton and Elizabeth Jane Hinton to Barclays Bank PLC or JemPak Canada Inc (or its nominees), as a result of any pledge of shares.
3. The grant, execution and delivery of a floating charge by the Company in favour of JemPak, charging the whole property, assets and undertaking of the Company from time to time, in security for all sums due and that may become due by the Company to JemPak, be and is approved.

..... Date
Stuart William Christie

..... Date
Gerard Maloney

..... Date
Colin Francis Gray

..... Date
Paul Richmond Davidson

..... Date
Wayne Marsh

..... Date
Kent Fraser

..... Date

Ross Saven

..... Date
Gerald Thomas Hinton

..... Date
Elizabeth Jane Hinton

03/202