

THE COMPANIES ACT 1985

RESOLUTION OF MEMBERS

FABTEC ENVIRONMENTAL SYSTEMS LIMITED

No. SC 205751

PASSED: 1 JUNE 2000

We, the undersigned, being all the members of Fabtec Environmental Systems Limited (the "Company") entitled to receive notice of and to attend and vote at general meetings of the Company declare the following resolutions to have been duly passed as ordinary and special resolutions of the Company as if they had been passed at a general meeting of the members of the Company duly convened and held:

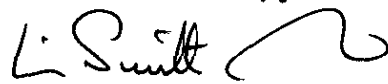
Special Resolutions

- "1. That the authorised share capital of the Company be reduced from £10,000 to £100 by the cancellation of 9,900 unissued Ordinary Shares of £1 each.
2. That the 2 issued Ordinary Shares of £1 each be reclassified as "A" Ordinary Shares of £1 each and the remaining 98 Ordinary Shares of £1 each be reclassified so that they comprise 38 "A" Ordinary Shares of £1 each and 60 "B" Ordinary Shares of £1 each.
3. That the articles of association docquetted as relative hereto be adopted as the articles of association of the Company to the exclusion of the existing articles of association.

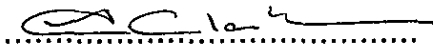
Ordinary Resolution

4. That pursuant to Section 80 of the Companies Act 1985 the directors are authorised to or allot or grant the right to subscribe for shares in the Company to such persons and on such terms as the directors shall determine up to a maximum of the shares comprised in the authorised but unissued share capital of the Company from time to time such authority unless sooner revoked or varied to expire on 1 June 2005 but the directors may allot shares pursuant to the authority conferred upon them by this resolution after the date of expiry of such authority if such shares are allotted pursuant to an offer or agreement made by the Company before the date of such expiry."


Certified a true copy



Iain Smith & Company  
Solicitors

  
.....  
Andrew Clark

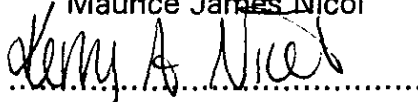
  
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Laura Hepburn

  
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Graeme Alexander Mackie

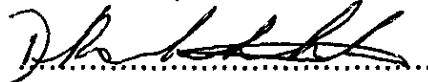




Maurice James Nicol



Kerry Ann Nicol



Douglas Alexander Mitchell Robertson



William Duncan