

Company No. SC221042

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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ELECTIVE RESOLUTION IN WRITING

of

ALBA RESOURCE RECOVERY LIMITED (the "Company")

We, the undersigned, being all of the members of the Company for the time being who at the date of these resolutions are entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby pass the following resolution as an Elective Resolution and agree that the said resolution shall, in accordance with section 381A of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. THAT, in accordance with sections 80A(1) and 379A of the Act, the Company elects that the provisions of Section 80A of the Act apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after this election, of an authority under that section.

Signed by



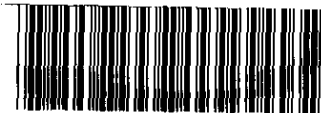
For and on behalf of HMS Directors Limited

Date 7 February 2002



For and on behalf of HMS Secretaries Limited

Date 7 February 2002



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COMPANIES HOUSE 11/02/02