

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

of

PRO-FIBE NUTRITION LIMITED

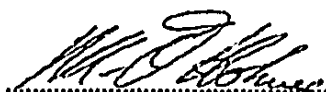
passed on 20th June 1997

At an Extraordinary General Meeting of the above named Company duly convened and held on 20th June 1997 the following resolution was duly proposed and passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

That:

- a) the Directors be and are hereby generally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to exercise during the period from the date of the passing of this resolution until 20th June 2002 all powers of the Company to allot relevant securities (as defined in section 80 of the said Act) to a maximum nominal amount of £104,998;
- b) the Directors be empowered to allot and to make offers or arrangements to allot equity securities (as defined in Section 94 of the said Act) pursuant to and during the period of the said Authority as if section 87(1) of the said Act did not apply to such allotment; and
- c) for the purposes of this Resolution the said Authority and the said power shall allow and enable the Directors to make offers or agreements before the expiry of the said period which would or might require the making of allotments after such expiry.



Director

