

HLC ENVIRONMENTAL HOLDINGS LIMITED

Company No: 3498790

Companies Act 1985

SPECIAL RESOLUTION IN WRITING SIGNED BY THE MEMBERS OF THE COMPANY WHO WOULD BE ENTITLED TO ATTEND AND VOTE AT A GENERAL MEETING OF THE MEMBERS

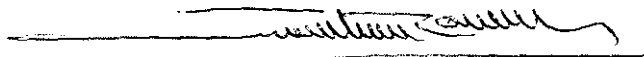
We agree the following Special Resolution:-

THAT the authorised share capital of the company be increased from £100 to £1,000,000 by the creation of 999900 Shares of £1.00 each.

NAME OF MEMBER

SIGNATURE

DATE SIGNED



Signed on behalf of
HLC INTERNATIONAL HOLDINGS PLC.

30th November 2000

