

Number of Company: 4439797

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

pursuant to Section 378 Companies Act 1985

of

REACH PRODUCTS LIMITED

Passed the 12th of JULY 2002

At an extraordinary general meeting of the members of the above named Company, duly convened and held at 73-75 PRINCESS STREET, MANCHESTER, M2 4EG on the 12th day of JULY 2002, the following ORDINARY RESOLUTION was duly passed:

"THAT the regulations contained in the printed document produced to this meeting and signed by the chairman thereof be approved and adopted as the new subscriber page of the memorandum of association of the company in substitution for and to the exclusion of the existing subscriber page of the memorandum thereof "



Authorised Signatory

Admin/Agent


CERTIFIED A TRUE COPY OF THE ORIGINAL



We the subscribers of this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

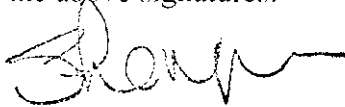
**ENERGIZE DIRECTOR LIMITED
73-75 PRINCESS STREET
ST PETERS SQUARE
MANCHESTER
M2 4EG**

TWO


.....
An Authorised Signatory

DATED....12th JULY 2002.....

Witness to the above signatures:



**STEPHEN THOMPSON
73-75 PRINCESS STREET
ST PETERS SQUARE
MANCHESTER
M2 4EG**