

Company No: 2164843

AQUA CURE PLC
SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Company's shareholders duly convened and held:-

at: Aqua Cure House, Hall Street,
Southport. PR9 0SE

on: 2nd January 1996

at: 10.00 a.m.

The following Special Resolution was passed unanimously by the holders of all the issued shares of the Company (both Ordinary and Non-voting Ordinary Shares) with Manx Knitwear (1978) Ltd. abstaining as an interested party.

That the directors be authorised on behalf of the Company to enter into the attached contract for the purchase by the Company of its own shares from the shareholder Manx Knitwear (1978) Ltd.

For the avoidance of doubt, the attached copy of the contract has been initialled by each of the shareholders present and voting.


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M.P. Karani
(Director)



Date: 2nd January 1996

Parties : (1) The person whose name and address is set out in the first and second columns of the First Schedule ("The Vendor")

(2) AQUA CURE PLC registered in England No. 2164843 whose registered office is at 3 Ralli Courts, West Riverside, Manchester M3 5FT ("the Company").

Recitals :

A. The Company was incorporated in England on 15th September 1987, registered number 2164843 and has at the date hereof an authorised and issued share capital as shown in the Second Schedule.

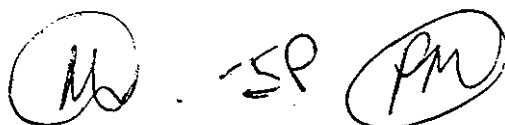
B. Pursuant to :

- (i) the powers conferred in Part V of the Companies Act 1985;
- (ii) Paragraph 35 of Table A to the Companies Act 1985 as adopted into Articles of Association of the Company; and
- (iii) a special resolution passed an Extraordinary General Meeting of the Company held on 2nd January 1996.

the Company proposed to enter into this Agreement with the Vendor to purchase shares in the Company owned by the Vendor on the terms set out in this agreement.

Operative Additions

1. The Vendor shall sell and the Company shall purchase free from all liens, charges, and encumbrances, the number and class of shares in the Company set opposite the name of the Vendor in the third column of the First Schedule.
2. The purchased price of each share shall be 50p making a total consideration of £25000. £5000 shall be paid on completion of this agreement and the balance by 12 monthly installments of not less than £1000 per installment.
3. Completion of the sale and purchase of shares hereby agreed to be sold and purchased shall take place at Aqua Cure House at 10.00 a.m./p.m. on 19th January 1996 when:-
 - (i) the Vendor shall deliver to the Company the share certificate in respect of the number of shares to be sold by him pursuant to this Agreement;
 - (ii) the Company will deliver to the Vendor a cheque for the consideration monies due to the Vendor pursuant to Clause 2 of this Agreement.

The block contains three handwritten marks: a circled signature on the left, the initials 'SP' in the middle, and another circled signature on the right.

SCHEDULE 1

Vendor	Address	Number and Class of Shares
Manx Knitwear (1978) Ltd.	6 Granville Road, Southport, PR8 2HU.	50,000 Ordinary Shares

SCHEDULE 2

Authorised Share Capital - Number	Description of Shares	Issued Share Capital - Number
1,000,000	Ordinary Shares of 10 pence Each	700,000
100,000	Ordinary Non-voting Shares of 10 pence Each	2,000