

POINTING HOLDINGS LIMITED

Registered No. 2700455

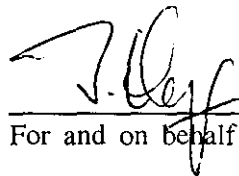
MEMBER'S WRITTEN RESOLUTION

THAT pursuant to Section 381A of the Companies Act 1985 (as amended), Universal Foods (UK) Limited (Company registration number 1322325), being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, HEREBY RESOLVES as follows:-

THAT:

1. the authorised share capital of the Company be and is hereby increased from £50,000 to £5,000,000 by the creation of 4,950,000 Ordinary Shares of £1 each such shares to form one class with the Ordinary Shares of the Company now in existence; and
2. the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80A of the Companies Act 1985 (as amended) ("the Act") to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate amount of £4,965,497 for an indefinite period and this authority shall take effect in substitution for all existing authorities under the said Section 80.

Signed:



For and on behalf of Universal Foods (UK) Limited

Dated:

9th April 2001



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COMPANIES HOUSE

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