

No. 4426342

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

A & L DRAIN CARE LIMITED

ORDINARY & SPECIAL RESOLUTIONS

Passed *20 May* 2002



AT an Extraordinary General Meeting of the Company duly convened and held at Old Oak Barn, Stone Cross Farm, Lewes Road, Laughton, East Sussex, BN8 6BN, on the above date the following resolutions were duly passed as ORDINARY RESOLUTIONS and a SPECIAL RESOLUTION accordingly.

ORDINARY RESOLUTIONS

1. That the share capital of the Company be increased from 1000 £1 shares to 2000 £1 shares by the creation of 1000 new 'B' ordinary shares each of £1 not ranking pari passu with the existing shares in the capital of the Company. The sole rights attached to such B ordinary shares being set out in the special resolution below amending the Articles of Association of the Company and that the Memorandum of Association of the Company be amended accordingly.
2. That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

That the Articles of Association be altered by the addition of the following new article to be number 3 and the renumbering of the subsequent articles accordingly.

'B' Ordinary Shares

3.1 The rights contained in Articles 3.2 shall be the only rights conferred upon the holders of 'B' ordinary shares and for the avoidance of doubt the 'B' ordinary shares shall not entitle such holders to receive notice of or to attend or vote at any general meeting of the Company

3.2 With regards voting:
The holdings of Class B Ordinary Shares shall not be entitled to receive notice of, or attend, or vote at any General meeting on the company.

With regards income:

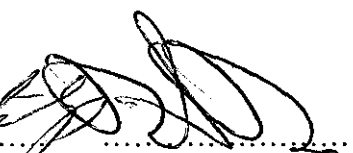
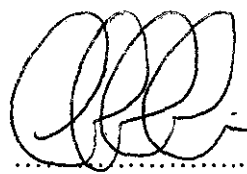
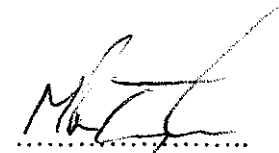
The Founder Ordinary Shares and Class B Ordinary Shares shall rank pari-passu with regard to entitlement to dividend except that the directors may at anytime resolve to declare a dividend on one or more classes of share and not on other classes.

With regards capital:

On a return of assets on liquidation, a reduction of capital or otherwise, the surplus assets of the company remaining after payment of its liability shall be applied:

- d) First in paying to the holders of the founder ordinary shares and amount per share equal to the sum paid or credited thereon.
- e) Next and subject to (a) above, in paying to the holders of the B class ordinary shares an amount per share equal to the sum paid up or credited as paid thereon.
- f) Next and subject to (a) and (b) above, the balance of such assets shall belong to and be distributed amongst the shareholders of the founder ordinary share in proportion to the amounts paid up credited as paid thereon.

4. That for the purposes of the issue and allotment of the 'B' ordinary shares in the capital of the Company and pursuant to Article 2(b) of the Articles of Association the Directors shall not be obliged to first offer such 'B' ordinary shares to the existing members of the Company pro-rata to their existing shareholdings and any such rights of pre-emption shall accordingly be disapplied.


.....
S Batehup
.....
D G Davis
.....
M J Buckthorpe
.....
M R Taylor