

COMPANY NUMBER: 5899222

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BIOCLEAN PRODUCTS LIMITED ("The Company")

Pursuant to section 381A of the Companies Act 1985 (as amended) ("the Act"), we, the undersigned, being holders of all of the shares giving a right to attend and vote at a general meeting of the Company, hereby resolve that the following resolutions be duly passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

1. THAT the 1,000 authorised ordinary shares of £1.00 each in the capital of the Company be and are hereby re-designated into:
 - 1.1 100 issued ordinary shares of £1.00 each are re-designated as 100 'A' ordinary shares of £1.00 each; and
 - 1.2 400 unissued ordinary shares of £1.00 each are re-designated as 400 'A' ordinary shares of £1.00 each; and
 - 1.3 500 unissued ordinary shares of £1.00 each are re-designated as 500 'B' ordinary shares of £1.00 each.

And there be attached to the re-designated shares, the rights and conditions set out in the articles of association to be adopted by the Company by resolution 2 below.

SPECIAL RESOLUTIONS

2. THAT the amended articles of association in the form attached to this resolution be adopted in substitution for and to the exclusion of the existing articles of association.

SIGNED by)
Adrian Thomas)
Director
Date:

4 October 2006

SIGNED by)
Clive Burton)
Director
Date:

4 October 2006



COMPANY NUMBER: 5899222

**THE COMPANIES ACT 1985
(AS AMENDED BY THE COMPANIES ACT 1989)**

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
BIOCLEAN PRODUCTS LIMITED**

(Amended by Special Resolution dated 4 October 2006)

1. INCORPORATION OF TABLE A

- 1.1 Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- 1.2 The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company.
- 1.3 Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.

2. SHARE CAPITAL

- 2.1 The share capital of the Company is £1,000 divided into 500 'A' ordinary shares of £1 each (the "A' Shares") and 500 'B' ordinary shares of £1 each (the "B' Shares").
- 2.2 Except as set out in paragraph 3 or otherwise provided in these Articles, the 'A' and 'B' Shares shall rank pari passu in all respects but shall constitute separate classes of shares.
- 2.3 Subject to the provision of the Companies Act (as defined in section 744 of the Companies Act 1985) and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine.
- 2.4 In accordance with and subject to the provisions of Part V of the Companies Act 1985 (the Act) the Company may:
- 2.4.1 subject to any rights conferred on the holders of any other shares, issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder;
- 2.4.2 subject to any rights conferred on the holders of any class of shares purchase its own shares (including any redeemable shares);
- 2.4.3 make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

3. SHARE RIGHTS

- 3.1 The rights attached to the shares are as follows:

Dividends

- 3.1.1 The 'A' Shares and the 'B' Shares shall carry the dividend rights as set out below.
- 3.1.2 Subject to the provisions of the Act, the Directors may declare an interim dividend and the Company may by ordinary resolution, upon the recommendation of the Directors, declare a final dividend but no dividend shall exceed the amount recommended by the Directors.
- 3.1.3 Every meeting of the Board at which a dividend is declared shall, by Board or Ordinary Resolution (as appropriate) direct that such dividend be paid either in respect of one class of share to the exclusion of the other classes, or in respect of all classes of shares entitled to a dividend.

3.1.4 Where a dividend is declared in respect of all classes of shares entitled to a dividend, the Company may, by ordinary resolution, differentiate between the classes as to the amount of percentage of dividend payable, but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of share.

3.1.5 Regulations 102 and 103 of Table A shall not apply to the Company.

Voting

3.1.6 The holders of the 'A' Shares shall be entitled to receive notice of and to attend and speak at any general meeting of the Company. The holders of the 'A' Shares who (being individuals) are present in person or by proxy or (being corporations) are present by duly authorised representatives or by proxy shall on a show of hands have one vote each. On a poll, each 'A' Share shall confer on its holder one vote.

3.1.7 The holders of the 'B' Shares shall not be entitled to receive notice of, attend or vote at any general meeting or other meetings of the members of the Company.

3.1.8 Regulations 38 and 54 of Table A shall be read and construed accordingly.

4. SOLE MEMBER PRIVATE LIMITED COMPANY

Pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the Company may be registered as a company having only one member or subsequently become so after incorporation. Whenever there shall be only one member of the Company such member may act alone in exercising all the powers, discretions and authorities vested in the members. If the Company either becomes a company with only one member having been registered with more than one or becomes a company with more than one member having been registered with only one it shall insert a statement to the appropriate effect in the Register of Members and the date of the occurrence in accordance with Section 352A of the Act.

5. ALLOTMENT OF SHARES

5.1 Subject to the provisions hereinafter expressed, the Directors are authorised for the purposes of Section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but un-issued share capital of the company at the date hereof and the Directors may allot, grant options to over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

5.1.1 save as provided in sub-paragraph 5.1.2 below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;

5.1.2 the Members in General Meeting may by Ordinary Resolution:-

5.1.2.1 renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects resolution to modify the duration of authority pursuant to Section 80A of the Companies Act 1985), but such Resolution shall comply with the Act;

5.2.2.2 revoke or vary any such authority (or renewed authority);

- 5.1.3 notwithstanding the aforementioned provisions of paragraph 5.1.1 and 5.1.2 the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

- 5.2 The Directors are authorised in accordance with section 91 of the Act to allot shares of the Company as if section 89(1) of the Act did not apply to the allotment. This power will expire on the date the section 80 authority in paragraph 5.1 is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date.

6. SHARES

- 6.1 Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

- 6.2 Regulation 35 of Table A shall not apply to the Company.

- 6.3 Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.

- 6.4 Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

- 6.5 The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any shares to be wholly or in part exempt from these provisions. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly.

7. GENERAL MEETINGS AND RESOLUTIONS

- 7.1 Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no persons present shall be entitled to more than one vote on a show of hands. Regulation 50 of Table A shall not apply to the Company and Regulations 72 and 88 in Table A shall be modified accordingly.

- 7.2 In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands, to vote instead of him and that such proxy need not also be a Member.
- 7.3 Regulation 38 and 59 of Table A shall be modified accordingly.
- 7.4 Proxies may be deposited at the registered office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat a facsimile transmission or other machine made copy of an instrument appointing a proxy as a proxy for the purpose of this Article.
- 7.5 Regulation 62 of Table A shall be modified accordingly.

8. WRITTEN RESOLUTIONS

A Resolution in writing signed or approved by letter, email, telex, facsimile transmission or cable by all members of the Company who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class or member of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

9. APPOINTMENT AND REMOVAL OF DIRECTORS

- 9.1 Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretion and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
- 9.2 Regulation 64 of Table A shall not apply to the Company.
- 9.3 The Directors shall not be required to retire by rotation and Regulation 73 to 80 (inclusive) of Table A shall not apply to the Company.
- 9.4 No person shall be appointed a Director at any General Meeting unless either:-
- 9.4.1 he is recommended by the Directors; or
- 9.4.2 not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- 9.5 Subject to paragraph 9.4 above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

9.6 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force.

9.7 Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

10. PROCEEDINGS OF DIRECTORS

10.1 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

10.2 All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the chairman of the meeting then is.

10.3 A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

10.4 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

11. BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

12. DISQUALIFICATION OF DIRECTORS

The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

13. GRATUITIES AND PENSION

In Regulation 87 of Table A there shall be inserted between the words "the Directors" and "may" the words "on behalf of the Company".

14. NOTICES

14.1 Any notice or other document may be served on or delivered to any Member by the Company either personally, or by sending it by post addressed to the Member at his registered address or by facsimile transmission or telex or other instantaneous means of transmission to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service of delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

14.2 Any notice or other document which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by facsimile transmission or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

15. EXECUTION OF DOCUMENTS

The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.

16. INDEMNITY

16.1 The Company shall in accordance with Section 310(3) of the Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or he is acquitted in any connection with an application under Section 144(3) or (4) of Section 727 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

16.2 Regulation 118 in Table A shall not apply to the Company.

17. TRANSFER OF SHARES

The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.