

WPM Solutions Limited

At an Extraordinary General Meeting of the above named Company, duly convened, and held at Whitfield Buildings, 192 – 200 Pensby Road, Heswall, Wirral on the 6th Day of October, 2000 the subjoined Special Resolutions were duly passed.

Resolution

It is resolved that, in accordance with section 121 of the Companies Act 1985, the memorandum of association of the Company be altered as follows:

The Company's authorised share capital is increased from £1,000 to £60,000 divided into 10,000 'A' Ordinary Shares of £1 each and 50,000 'B' Ordinary Shares of £1 each.

Resolution

It is resolved that, in accordance with section 9 of the Companies Act 1985, the articles of the Company be altered as follows:

1. Article 3 be deleted and substituted by the following article 3(a).

(3)(a) The share capital of the Company is £60,000 divided into 10,000 'A' Ordinary Shares of £1 each and 50,000 'B' Ordinary Shares of £1 each. The initial share capital of the Company comprised 1,000 Ordinary shares of £1 each and these shares are renamed 'A' Ordinary Shares.

2. A new article 3(b) be inserted after article 3(a).

(3)(b) The 'A' Ordinary Shares shall carry full voting rights on all resolutions of the Company in General Meeting.

3. A new article 3(c) be inserted after article 3(b).

(3)(c) The 'B' Ordinary Shares will be non-voting shares except for votes on resolutions affecting the rights of 'B' Ordinary shareholders when the 'B' Ordinary Shares will carry equal voting rights with the 'A' Ordinary Shares.



4. A new article 6(a) be inserted after article 5.

6(a) (i) For five years after each allotment of 'B' shares the directors shall, in each financial year beginning with the financial year following the financial year of allotment, declare a dividend on the 'B' Ordinary Shares in the ratio of one per cent of the profit before taxation on ordinary activities as stated in the Company's audited statutory accounts for the preceding financial year for each 5,000 'B' Ordinary Shares issued, subject to the provisions of article 6(b).

(ii) After five years the dividend to be declared will be reduced to one half of one per cent of the profit before taxation on ordinary activities as stated in the Company's audited statutory accounts for the preceding financial year for each 5000 'B' Ordinary Shares issued, subject to the provisions of article 6(b).

5. A new article 6(b) be inserted after article 6(a).

6 (b) The directors shall not declare a dividend unless:

(i) The Company has sufficient distributable reserves and;

(ii) The issued share capital and reserves are, after payment of the dividend, equal to or greater than the net book value of fixed assets less long term liabilities plus the greater of £100,000 or 10% of sales as stated in the Company's audited statutory accounts for the preceding financial year.

6. A new article 6(c) be inserted after article 6(b).

6 (c) In the event that the directors do not declare a dividend on the 'B' Ordinary Shares in any financial year due to the provisions of article 6(b) the dividends will not be cumulative.

7. A new article 6(d) be inserted after article 6(c).

6 (d) In each financial year the directors shall not declare a dividend on the 'A' Ordinary Shares unless a dividend has been declared on the 'B' Ordinary Shares in accordance with article 6(a).

8. A new articles 6(e) be inserted after article 6(d).

6 (e) The directors may declare a dividend on the 'A' Ordinary Shares subject to articles 6 (b) and 6 (d).

9. Articles 6 to 18 inclusive be re-numbered 7 to 19 inclusive.

Signed



Chairman

Memorandum
And
Articles of Association
Of

WPM SOLUTIONS LIMITED
Incorporated On 28 October 1994
Company Number 2984631