

COMPANY NO: 2032980

IN THE MATTER OF THE COMPANIES ACT 1985

SPECIAL RESOLUTION
OF
LOADER HOLDINGS LIMITED



PASSED THE 10th JULY 2000

At an Extraordinary General Meeting duly convened and held at 80-83 Long Lane London EC1A 9RL, on Monday 10th July 2000 the following resolutions were duly passed as a Special Resolutions:-

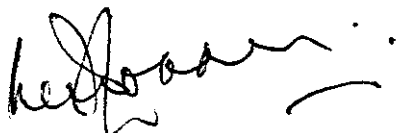
“That the authorised share capital be increased to £9000 by the creation of 2000 ‘A’ Ordinary shares of £1 each, 3000 ‘B’ Ordinary shares of £1 each and 3000 ‘C’ Ordinary shares of £1 each and that clause 5 of the company’s Memorandum of Association be amended accordingly.

It was further resolved as follows:-

1. That the existing 1000 ordinary shares of £1 each be redesignated as ‘A’ ordinary shares of £1 each.
2. The ‘A’ ordinary shareholders shall be entitled only to the accumulated profits and net assets of Loader Chemicals and Plastics Limited in a winding-up.
3. The ‘B’ ordinary shareholders shall be entitled only to the accumulated profits and net assets of Loader Property Developments Limited in a winding-up.
4. The ‘C’ ordinary shareholders shall be entitled to the accumulated profits and net assets of the company, subject to the rights of the ‘A’ shareholders and ‘B’ shareholders, in a winding-up.
5. The directors may declare dividends to the shareholders of the ‘A’, ‘B’ and ‘C’ shares as they may think fit, subject to the consent and approval of shareholders by resolution in general meeting, and the relevant law in force for the time being.

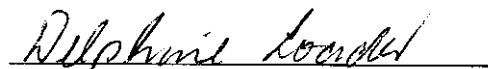
6. Other than stated above the 'A', 'B' and 'C' ordinary shares shall rank pari passu."

On behalf of the Board



NEIL J. LOADER
Chairman

Certified to be a true copy



D.A. LOADER (Mrs)
Secretary