

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 362847

The Registrar of Companies for England and Wales hereby certifies that

SIMS PORTEX LIMITED

having by special resolution changed its name, is now incorporated
under the name of

PORTEX LIMITED

Given at Companies House, London, the 1st August 2001



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For The Registrar Of Companies



C O M P A N I E S H O U S E

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING OF

SIMS PORTEX LIMITED

We, the shareholders entitled to receive notice of and to attend and vote at general meetings of the Company, resolve upon the following written resolutions as, in the case of resolutions 1 and 2, ordinary resolutions and, in the case of resolution 3, a special resolution pursuant to regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) (as incorporated into the articles of association of the Company and modified) and declare that such resolutions shall be as valid as if they had been resolved at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and hereby is increased from £50,000 divided into 50,000 ordinary shares of £1 each to £50,000 divided into 50,000 ordinary shares of £1 each and 40,000 euros divided into 20,000 preference shares of 2 euros each by the creation of 20,000 preference shares of 2 euros each (the "**New Preference Shares**") having the rights and being subject to the restrictions more particularly described in the articles of association of the Company as amended pursuant to resolution 3 below.
2. THAT, pursuant to and in accordance with section 80 of the Companies Act 1985 (the "**Act**") the directors of the Company be and hereby are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £6,785 and 40,000 euros provided that this authority shall expire 5 years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. THAT the Articles of Association of the Company be and hereby are amended by inserting new articles 5 and 6 in the form attached to this resolution and signed for the purposes of identification and by renumbering subsequent articles accordingly.
4. THAT the name of the Company be changed to PORTEX LIMITED with effect from 1 August 2001.

Dated 27 July 2001

Certified a true copy of Resolutions in Writing of SIMS Portex Limited
Signed by the shareholders on 27 July 2001


M R Burdett, Secretary

