

Company Number 806128

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

CLEANAWAY LIMITED

Dated 19th day of March 1992

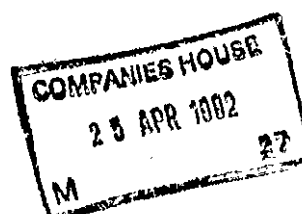
We, the undersigned being all the members of the above named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass the following resolutions of which resolutions numbers 1 and 2 are ordinary resolutions and resolutions numbers 3 and 4 are special resolutions:

Ordinary Resolutions

1. That the authorised share capital of the Company be increased from £15,000,000 to £20,000,000 by the creation of an additional 25,000,000 Ordinary Shares of 20p each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise during the period ending on the fifth anniversary of the date of the passing of this resolution (and thereafter in pursuance of any offer or agreement made by the Company prior to the expiry of that period) all the powers of the Company to allot relevant securities (as defined in that Section) within the total authorised share capital of the Company.

Special Resolutions

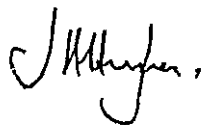
3. That subject to the passing of Resolution 2 above the Directors of the Company be and they are hereby empowered from the date of passing of this Resolution to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred on them under Section 80 of that Act (and to allot equity securities in pursuance of any offer or agreement of the kind referred to in Section 95(4) of that Act) as if Section 89(1) of that Act did not apply to any such allotment.



4. That the Company's Articles of Association be amended as follows:

Article 2 to be deleted in its entirety and substituted by the following words:

"the authorised share capital of the Company is £20,000,000 divided into 93,268,594 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each".



.....
For and on behalf of
Cleanaway Holdings Limited



.....
For and on behalf of
Gray's Inn Nominees Limited

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

CLEANAWAY LIMITED

Incorporated 21st May 1964

(amended 28.4.72)
(change of name 30.6.72)
(new Articles adopted 22.12.80)
(change of name 5.5.81)
(increase in share capital 28.5.81)
(increase in share capital 6.11.91)
(increase in share capital 14.2.92)

DENTON HALL
BURGIN & WARRENS

FIVE CHANCERY LANE · CLIFFORD'S INN
LONDON EC4A 1BU
TELEPHONE 071-242 1212

COMPANIES HOUSE

25 APR 1992

27

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 806128

I hereby certify, that

PURLE BROTHERS HOLDINGS LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated under
the name of

REDLAND PURLE LIMITED

Given under my hand at London the 30th June 1972.

N. TAYLOR

Assistant Registrar of Companies

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 806128

I hereby certify, that

REDLAND PURLE LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated
under the name of

CLEANAWAY LIMITED

Given under my hand at Cardiff the 5th May 1981

E.A.WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by a Special Resolution
passed on 28th April, 1972)

- of -

CLEANAWAY LIMITED

1. The name of the Company is "PURLE BROTHERS HOLDINGS LIMITED". *
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - (1) To carry on business as sanitary contractors, contractors for the disposal of sludge, sewage and residues of every description, whether liquid or solid, animal, mineral or vegetable matter, cesspool, cesspit and grease trap emptiers and cleaners of all kinds and descriptions, and as contractors for the cartage of coal and coal dust and the disposal thereof.
 - (2) To manufacture, purchase, sell, deal in or otherwise dispose of chemicals, vegetable or other manures and other substances, materials and things that may conveniently be dealt with in connection with disposal of sewage, sludge or residues of any kind or description.
 - (3) To purchase take on lease or in exchange or otherwise acquire, sell, improve, manage, develop, lease, mortgage, turn to account, deal in and dispose of lands, buildings and hereditaments, whether freehold or leasehold or of any other tenure, easements, concessions, claims, rights or privileges and real and personal property of every description, and to lay out land for building purposes, build thereon, let on building or other leases and advance money to builders, tenants and others; and to design, construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in any parts of the world, offices, factories, railways, roadways, tramways, docks, harbours, piers, wharves, canals, watercourses, houses, buildings and erections of all descriptions, and all other works and things which may

* The name of the Company was changed to REDLAND PURLE LIMITED on 30th June 1972 and to CLEANAWAY LIMITED on 5th May 1981.

be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of constructing, executing, working, developing, and administering the same.

- (4) To carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the foregoing, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.

- (11) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem to be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (12) To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently, to close any such branch or business.
- (13) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (14) To take part in the management, supervision and control of the business or operations of any company, or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (15) To promote or concur in the promotion of any company whether British or foreign, the promotion of which shall be considered desirable.
- (16) To give all descriptions of guarantees and indemnities.
- (17) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (18) To borrow and raise money in any manner and on any terms.
- * (19) As a separate and independent object to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages

*This paragraph was adopted by Special Resolution passed on 28th April 1972.

of or charges upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description, and to guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods and whether severally or jointly with any other person, firm or company, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest, dividends and any other moneys owing on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.

- (20) To make, draw, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (21) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (22) To undertake and transact all kinds of trust and agency business.
- (23) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary or the relations, connections or dependants of any such persons, to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.

- (24) To establish any scheme, fund or plan for the granting of options upon any unissued shares of the Company to employees and Directors of the Company or any subsidiary company of the Company or any other company in which the Company may be interested whether directly or indirectly and to endow or to make such contributions to such scheme, fund or plan as shall be requisite.
- (25) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (26) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (27) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out exercise and comply with the same.
- (28) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (29) To distribute among the Members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used with reference to the Company, shall be deemed to include any incorporated body and any partnership or body of persons, whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited by reference to any other paragraph or by the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is *£100 divided into 800 shares of two shillings and sixpence each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.
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* At 16th April 1992, the date of reprinting of this Memorandum of Association, the authorised share capital of the Company consisted of £20,000,000 divided into 93,268,594 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS.

Number of Shares
taken by each
Subscriber.

J.K. McCALL
1, Bank Buildings,
Princes Street,
London, E.C.2.

One

Solicitor.

F.J. WILD
1, Bank Buildings,
Princes Street,
London, E.C.2.

One

Legal Executive.

DATED this 13th day of May, 1964.

WITNESS to the above Signatures:-

G.B. ORR,
1, Bank Buildings,
Princes Street,
London, E.C.2.

Solicitor's Articled Clerk.

THE COMPANIES ACTS 1948 to 1980 ("THE ACTS")

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CLEANAWAY LIMITED

(Adopted by Special Resolution passed
on the 22nd day of December 1980)
(As amended by Special Resolution passed 27.11.91)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL

2. The authorised share capital of the Company is £20,000,000 divided into 93,268,594 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each.
3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.
4. In Regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

6. The instrument of transfer of a share shall be signed by or on behalf of the Transferor and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register of Members of the Company in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the Transferee. Regulation 22 of Table A shall not apply to the Company.

GENERAL MEETINGS

7. Subject to the provisions of the Acts a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

8. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Table A.

VOTES OF MEMBERS

9. (A) On a show of hands every Member of the Company present in person at any General Meeting of the Company who is the holder of one or more Ordinary Shares in the capital of the Company shall have one vote and on a poll every such Member who is present in person or by proxy shall have one vote for each such Ordinary Share of which he is the holder.

(B) The holders of the Deferred Shares in the capital of the Company shall have no right as such to receive notice of or attend or vote at any General Meeting of the Company. At any separate General Meeting of the holders of the Deferred Shares on a show of hands every such holder present in person shall have one vote and on a poll every such holder who is present in person or by proxy shall have one vote for each Deferred Share of which he is the holder.

(C) Regulation 62 of Table A shall apply to the Company subject to paragraphs (A) and (B) of this Article.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply to the Company.

11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table A shall not apply.

13. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any holding or subsidiary company of the Company or any other subsidiary of a holding company of the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons. Regulation 87 of Table A shall not apply to the Company.

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director.

15. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

16. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to Article 14 above.

17. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum

is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

18. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company.

19. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

20. Notice of Meetings of Directors shall be given to every Director whether or not he is present in the United Kingdom. Regulation 98 of Table A shall be modified accordingly.

21. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a Director at any age and it shall not be necessary to give the Members of the Company notice of the age of any Director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

22. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Meetings of the Directors shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for the period and on such terms as they shall think fit, and subject to the terms of any agreement entered

into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

24. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration, (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

25. Subject as provided in Article 9 above notice of every General Meeting of the Company shall be given to every Member of the Company and Regulations 131 and 134(a) of Table A shall be modified accordingly.

REPAYMENT OF CAPITAL, DIVIDENDS

26. (A) The Deferred Shares in the capital of the Company shall not carry the right to any dividend or distribution, save as mentioned in paragraph (B) of this Article.

(B) In the event of a repayment of assets whether on a winding up or reduction of capital or otherwise, each holder of Deferred Shares in the capital of the Company shall, in respect of the Deferred Shares of which he is the holder, be entitled to receive an amount equal to the nominal amount of such shares then paid up but only after the holders of the Ordinary Shares in the capital of the Company shall have received the nominal amount paid up on their shares plus a further £50,000,000 in aggregate. Regulation 135 of Table A shall be modified accordingly.

INDEMNITY

27. Every Director, Executive Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, Manager, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under the Acts in which relief from liability is granted to him by the Court.