

Number of
Company

934787/1

Form No. 41

THE COMPANIES ACT, 1948

**COMPANIES
REGISTRATION**

A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

RECHEM

Insert the
Name of the
Company.

LIMITED

REGISTERED
- 2 JUL 1968

Presented by

H. Howes & Co. Ltd.

7, Bell Yard, London, W.C.2.

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, David Henry THOMAS.

of 46, Lansdown Road, Gloucester;

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ^(a) a person
named in the Articles of Association as a Director

of

RECHEM

Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at

the City of Gloucester

the

19th

day of

June

one thousand nine hundred and sixty-

eight

David H. Thomas

Before me,

John L. Fisher

A Commissioner for Oaths [or Notary Public or]
Justice of the Peace.]

Note. This margin is reserved for binding and must not be written across.

No of Certificate.....

934787/2

Form No. 25.



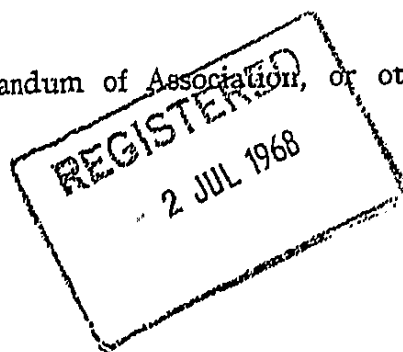
RECHEM

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920.

(NOTE.—The Stamp duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.



Presented by

H. HOWES & Co. LTD.

PRINTERS & STATIONERS

7 BELL YARD W.C.2

TEL: HOLBORN 01 402 1172

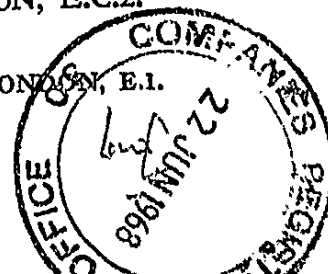
H. HOWES & CO. LTD.

Law & Company Printers, Publishers & Stationers,

7, BELL YARD (and 6, ANDREWS CROSSE) TEMPLE BAR, W.C.2.
Telephone—HOLBORN 3073.

56, OLD BROAD STREET, - - LONDON, E.C.2.
Telephone—LONDON WALL 2237.

Head Office & Works: 53 & 55, MANSELL STREET, LONDON, E.1.
Telephone—ROYAL 8701.



The NOMINAL CAPITAL of.....

..... RECHEM Limited.

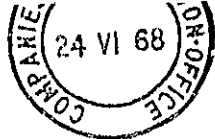
is £ 100;....., divided into..... 100 Ordinary Shares of.....

..... one pound (£1) each;.....

Signature.....

Description..... Director;.....

Dated..... 19TH June 19⁶⁸;



f2c

THE COMPANIES ACTS, 1948 to 1967

934787

3



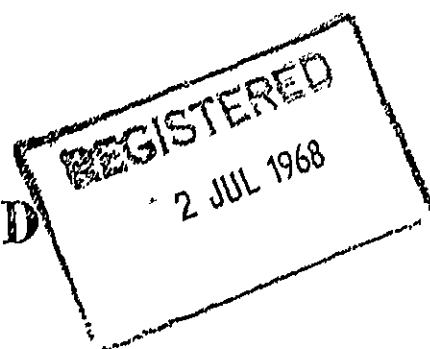
COMPANY LIMITED BY SHARES

P

Memorandum of Association

of

RECHEM LIMITED



1. The name of the Company is "RECHEM LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (a) To reclaim and treat, or dispose of, waste chemicals or solvents, or any like materials, and to carry on business as manufacturers of and dealers in, and refiners of chemicals, gases, fertilisers, salts, acids, oils, glues, compositions, laboratory reagents and chemical, photographic, electrical, and laboratory materials, and manufacturers of and dealers in apparatus and furniture related to such processes or for any other scientific use.
 - (b) To undertake analytical or research work of any kind and to carry on business as analytical and consulting chemists.



- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem to the Company calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire, or otherwise acquire any lands, houses, buildings, rights, properties and chattels which the Company may think to be suitable or convenient for any purposes of its business, and to purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company in cash or with shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property of the Company, and to sell the undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or debenture stock, or other obligations of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business, whether directly or indirectly, and to subscribe for and take any shares, stock, debentures, debenture stock or other obligations of any such companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money and to secure the same in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital.
- (j) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (k) To lend money to such persons, and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding-up of the Company).

- (n) To distribute among the Members *in specie* any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To give credit to or guarantee, or become security for the performance of any contract by any person, company or association which may seem to the Company desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, gratuities, or assistance to any person who has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, to form and contribute to provident, superannuation and other similar funds for the benefit of any such persons as aforesaid, and to subscribe to any public or political object which may be deemed by the Company helpful to the attainment of the Company's objects or any of them.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the company, or of undertaking any business or operations which seem to the Company likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To construct and maintain any buildings or machinery which may be convenient for the business of the Company.

- (u) To carry out all or any of the above objects as principals or agents or in partnership or conjunction with any other person, firm, association or company or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise and in any part of the world.
- (v) To do all such acts or things as are incidental or conducive to the attainment of the above objects.

It is hereby declared that the word "Company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One Hundred ordinary shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

6/

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this 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
<i>Arthur Kenneth Coleman</i> / <i>53, Sandringham Avenue,</i> <i>Dawnood, Bristol</i> <i>Scientist</i> /	<i>One</i> /
<i>David Henry Thomas</i> / <i>46 Fausdown Road</i> / <i>Worcester</i> <i>Worcestershire</i> <i>Accountant</i> /	<i>One</i> /

Dated this _____ day of _____ 1968

~~Witness to the above signatures~~

WITNESS TO THE SIGNATURE OF:
DAVID HENRY THOMAS.

AS. W. Comling
10, Bebbury Park,
Winchester,
Stroud

Asst. to Sales Director.
DATED THIS 19TH day of JUNE 1968

WITNESS TO THE SIGNATURE OF:
ARTHUR KENNETH COLEMAN.

John W Clark
16 Yes Way
Clevedon
Seymour
Chartered Accountant

DATED THIS 18TH day of JUNE 1968

934787/4

THE COMPANIES ACTS, 1948 to 1967

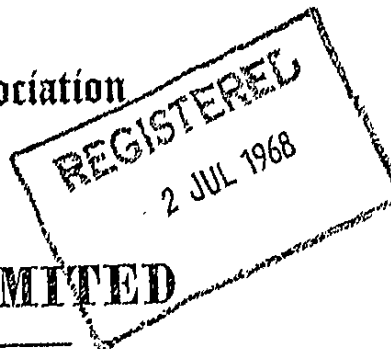


COMPANY LIMITED BY SHARES

Articles of Association

of

RECHEM LIMITED



1. Clause I of Part I of Table A of the First Schedule to the Companies Act, 1948, shall apply for the purpose of construing these Articles.
2. The Company is a private company and the regulations contained or incorporated by reference in Part II of Table A, except regulation 6 and save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.
3. Clauses 24, 53, 71, 75, 89, 90, 91, 92, 93, 94, 96 and 97 in Part I of Table A shall not apply to the Company.
4. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the shares in the capital of the Company may be allotted or otherwise disposed of for such consideration and upon such terms and at such times as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount. When shares are issued at a premium, whether for cash or otherwise, the provisions of section 56 of the Act shall be observed.
5. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue, be offered to members of the Company in proportion, as nearly as possible, to the numbers of shares held by them. The offer shall be

made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines to accept the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which, by reason of any difficulty in apportioning the same, cannot be conveniently offered in accordance with the foregoing provisions.

6. The proviso at the end of Clause 32 of Part 1 of Table A shall be omitted.

7. Two Members present in person or by proxy shall form a quorum.

8. Clause 58 in Part I of Table A shall be modified by the omission of the word "three" and the substitution of the word "one" in paragraph (b).

9. Until otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two nor more than five. The first Directors shall be Arthur Kenneth Coleman and David Henry Thomas. The first secretary shall be Arthur Henry Ralls.

10. No corporation may be a Director but any individual of whatever age may (subject to Clause 88 of Table A) be a Director.

11. The words "in general meeting" shall be added at the end of Clause 78 of Part 1 of Table A.

12. The proviso at the end of Clause 79 of Part 1 of Table A shall be omitted.

13. (1) Sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company and the following sub-clause shall be substituted for it:—

"A Director may vote in respect of any contract or arrangement in which he is interested."

(2) Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words "other than his own appointment or the arrangement of the terms thereof" were omitted.

14. The Directors may exercise all the powers of the Company to borrow 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.

15. Without prejudice to section 184 of the Act, the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

16. Any Director may by notice in writing appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to have and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote thereat, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall *ipso facto* vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.

17. Auditors shall be appointed and their duties regulated in accordance with the provisions of sections 159, 160 and 161 of the Companies Act 1948 (with the omission from section 161 of the proviso in subsection (1) and the proviso in subsection (2) thereof) and sections 13 and 14 of the Companies Act 1967.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Arthur Kenneth Coleman
 53, Sandringham Avenue,
 Downend, Bristol,
 Scientist

David Henry Thomas
 46 Lancelown Road.
 Gloucester
 Accountant

Dated this _____ day of _____ 1968

~~Witness to the above signatures:-~~

WITNESS TO THE SIGNATURE OF:-
 DAVID HENRY THOMAS.

A. W. Comley
 10, Seabury Park,
 Marchington,
 Shropshire

Apt. to SACOS Director.
 DATED THIS 19th day of JUNE 1968.

WITNESS TO THE SIGNATURE OF:-
 ARTHUR KENNETH COLEMAN.

John W. Clark
 16 Yeo Way
 Clevedon
 Somerset
 Chartered Accountant

DATED THIS 18th day of JUNE 1968.



CERTIFICATE OF INCORPORATION

No. 934787

I hereby certify that

RECHEM LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 2ND JULY, 1968.

A handwritten signature in dark ink, appearing to read 'J. R. Knight'.

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

Special Resolution

OF

RECHEM LIMITED

PASSED the 24th day of APRIL 1969.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Botley Southampton, on the 24th day of April, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered in the following manner :-

A. By inserting in place of Article 4 the following Article :-

"4. Subject to the provisions of Clause 2 hereof the shares in the original or in any increased share capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be open for acceptance for not less than four weeks from the date of dispatch of the same. Any shares not accepted in the said period and any shares which by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article shall be at the disposal of the Directors who may allot grant options over or otherwise dispose of the same to such persons at such times and on such terms as they think proper."

B. By inserting in place of Article 5 the following Article :-

Messrs. THWAYTES

5/6 CLEMENTS INN;

STRAND, LONDON, W.C.2.



5. (a) Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Every member of the Company who intends to transfer shares shall give notice in writing to the Board of his intention. The Legal Personal Representatives of a deceased Member shall within one month of the death of the Member give notice to the Board of such death. If the Legal Personal Representatives of a deceased Member shall fail to give notice to the Board of the death of the Member then the Chairman of the Board of Directors of the Company shall give notice to the Board of the death of the Member at the expiration of one month from the Board becoming aware of the death of the Member. The said notice given by a Member desiring to transfer his shares and/or the said notice given by the Legal Personal Representatives of a deceased Member and/or the said Notice given by the Chairman of the Board of Directors on becoming aware of the death of a Member shall constitute the Board his her or their Agent for the sale of the said shares and in the case of the death of a Member the shares to be sold shall be the entire holding of the deceased Member. The said shares shall be sold in one or more lots at the discretion of the Board to members of the Company at a price to be agreed upon between the Vendor and the Board or in default of agreement at a price which the Auditor of the Company for the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing Vendor and a willing Purchaser. The persons desiring or having to transfer shares hereunder are hereinafter called "the Vendor."

(c) The Board shall forthwith give notice to all the members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so what maximum number, of the said shares.

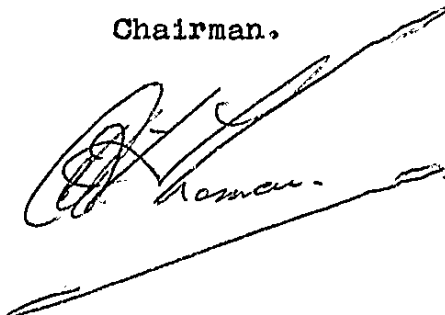
(d) At the expiration of the said twenty-one days the board shall allocate the said shares to or amongst the member or members who shall have expressed his

or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata accordingly to the number of shares already held by them respectively provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he make default in so doing the Chairman for the time being of the Directors of the Company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer of the shares to the purchasing member and the Board may receive and give a good discharge for the purchase money on behalf of the Vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.

(e) In the event of the whole of the said shares not being sold the Vendor may at any time within six calendar months after the expiration of the said twenty one days transfer the shares not sold to any person and at any price, subject however to the provisions of Article 7 hereof.

(f) Sub-clauses (b) (c) (d) and (e) of this Clause shall not apply to a transfer merely for the purpose of effectuating the appointment of new trustees provided that it is proved to the satisfaction of the Board that the transfer bona fide falls within this exception.

Chairman.



A handwritten signature, likely of the Chairman, is written over a horizontal line. The signature is cursive and includes the name 'Homen'.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

RECHEM LIMITED.

PASSED the 8th day of SEPTEMBER 1969.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at Botley Road West End Hants on the 8th day of September 1969 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered in the following manner :-

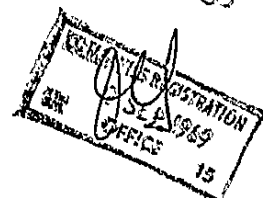
- A. By inserting in Article 3 the figure "60" after the figure "53, by deleting the word "and" after the figure "96" and by inserting "and 98" after the figure "97"
- B. By inserting after Article 8 a new Article numbered 9 reading as follows :-
 - 9. In the case of an equality of votes at any General Meeting whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall not be entitled to a second or casting vote.
- C. By renumbering existing Articles numbered 9,10,11,12,13,14,15,16 and 17 as 10,11,12,13, 14,16,17,18 and 19 respectively.

Recorded by

TELETYPE

506 Clements Inn

Shed 1 1102



(2)

D. By inserting a new Article to be numbered 15 reading as follows :-

15. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be declared by a majority of votes. In case of equality of votes the Chairman shall not have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors.

Chairman.

A handwritten signature in dark ink, appearing to be 'W. J. Roman', is written over a long, thin horizontal line that extends to the left.

THE COMPANIES ACTS 1948-1967

COMPANY LIMITED BY SHARES

RECHEM LTD

Special Resolutions of Rechem Limited passed the ninth day
of February 1971.

At a second Extraordinary General Meeting of the above named Company convened and held at the Rechem Limited premises at Botley Road, West End, Hants on Tuesday the ninth day of February 1971 the following Special Resolutions were duly passed as Special Resolutions of the Company :-

1. "That the 22,100 issued Ordinary Shares of the Company be forthwith designated "A" Ordinary Shares and the 11,050 unissued Ordinary Shares of the Company be designated "B" shares having such rights and privileges as shall be attached thereto in the Articles of Association proposed to be adopted in the next following resolution."
2. That the regulations contained in the document marked "A" laid before the meeting and signed for identification by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in place of and to the exclusion of all the existing Articles of Association of the Company."

DATED this ninth day of February 1971

[Signature]
Chairman.
n



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
RECHEM LIMITED

(Adopted by Special Resolution dated
... 9th February ... 1971)

PRELIMINARY.

TABLE A.

1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company, with the exception of regulations 4, 5 30, 31, 60, 62, 75, 89 to 99 inclusive, 104, 107 and 128 and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid.

SHARE CAPITAL.

2. The authorised capital of the Company at the date of the adoption of these Articles is £33,150 divided into 33,150 Ordinary shares of £1 each of which 22,100 have been issued and are designated "A" Ordinary shares and have attached to them the rights conferred on "A" Ordinary shares by these Articles and of which the remainder are designated "B" Ordinary shares and have

attached to them the rights conferred on "B" Ordinary shares by these Articles. The "A" Ordinary shares and the "B" Ordinary shares shall together rank pari passu as one class for participation in the profits and assets of the Company.

SHARES

3. Subject to the provisions of the next following Article and of regulation 2 of Part 11 of Table A, the shares for the time being unissued may be allotted or otherwise disposed of to such persons and for such consideration upon such terms and conditions as the Directors may determine.

4. Subject to any right to call for "B" Ordinary shares existing at the date of adoption of these Articles any new shares carrying voting rights from time to time created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares carrying voting rights held by them respectively. Such offer shall be made by notice specifying the number of shares offered and limiting to 4 weeks the time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

TRANSFER AND TRANSMISSION OF SHARES

5. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 22 shall be modified accordingly.

6. (A) Subject as in these Articles provided any share carrying voting rights which either Arthur Kenneth Coleman or David Henry Thomas wishes to transfer may be transferred to the other of them and any share carrying voting rights to which the widow of either the said Arthur Kenneth Coleman or David Henry Thomas may become entitled in consequence of her husband's death may be transferred to her or registered in her name; and in any such circumstances (but subject as aforesaid and to any widow entering into such covenant or agreement as the Directors shall require), regulation 3 of Table A Part 11 shall not apply save to ensure that the number of members shall not exceed the prescribed limit.

(B) (i) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it be first offered to the members at a fair value to be fixed by the Company's Auditors.

(ii) Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") which shall constitute the Company his agent for the purpose of the sale of his entire holding of shares of any class in the Company. _____

No sale notice shall be withdrawn without the Directors' sanction.

(iii) Within one month after the death or adjudication of bankruptcy of a member not being a joint holder, his legal personal representatives or trustee shall give notice thereof to the Company and such notice shall constitute a sale notice in accordance with this Article in respect of all the shares in the Company held by the deceased or bankrupt, the personal representative or trustee being the retiring member in respect thereof. If at any time the Company shall have reason to believe that any member has died or been adjudicated bankrupt but the Company shall not have received such notice as aforesaid, the Company may send a notice by registered or recorded delivery post, addressed to such member at his last registered address as appearing in the register of members, appointing a date not less than one month later than the date of such notice at which a sale notice shall be deemed to have been given, and unless by the date so appointed the member shall have notified the Company that he is still living or that he has not been adjudicated bankrupt or his personal representative or trustee shall have given notice of death or bankruptcy as required by this paragraph the member shall upon the date so appointed be deemed to have given a sale notice and to have become a retiring member.

(iv) The Directors shall offer any share comprised in a sale notice to the existing members, specifying the fair value fixed by the Auditors, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days.

(v) Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money.

(vi) If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A Part II, sell such share to any person and at any price.

(c) No share shall be issued or transferred to any infant bankrupt or person of unsound mind.

7. The proviso at the end of regulation 32 shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

8. The quorum at a general meeting shall be two persons.

9. At the end of regulation 5 of Part II of Table A the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by or on behalf of one or more of the members so entitled".

VOTES OF MEMBERS

10. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member who is present in person shall have one vote. On a poll:-

(a) subject to the next following paragraph every member shall have one vote for each share of which he is holder.

(b) If the "B" Ordinary shares for the time being in issue shall represent less than 51 per cent of all the Ordinary shares carrying voting rights then in issue every holder of an "A" Ordinary share present in person or by proxy shall have one vote for each "A" Ordinary share of which he is

the holder and the holders of the "B" Ordinary shares present in person or by proxy shall be collectively entitled to one vote more than the number of votes to which the holders of "A" Ordinary shares are entitled and shall exercise such votes rateably in proportion to the number of "B" Ordinary shares held by them respectively and shall be entitled to cast any fraction of a vote resulting from this provision.

A corporation which is a member of the Company and is present by its duly authorised representative shall be deemed to be present in person for the purposes of these Articles.

DIRECTORS

11. (A) Unless and until otherwise determined by an Extraordinary Resolution of the Company in general meeting, the number of Directors shall not be less than two nor more than seven of whom not more than three shall be "A" Directors and not more than four shall be "B" Directors.

(B) With effect from the date of the adoption of these Articles the "A" Directors shall be Arthur Kenneth Coleman, David Henry Thomas and such person (if any) being a full time working Director of Cleansing Services (Southern Counties) Limited as that Company may from time to time appoint. The "B" Directors shall be such person or persons as the holders of the "B" Ordinary shares of the Company may from time to time appoint.

(C) Subject to regulation 88 as applied to the Company any person appointed pursuant to this Article shall hold office until removed by the person entitled to do so.

(D) All appointments and removals shall be effected by notice in writing to the Company signed by the person or a majority of the persons entitled to do so.

12. Section 185 of the Companies Act 1948 and paragraph (a) of regulation 28 shall not apply to the Company and paragraph (f) of regulation 88 shall not apply to directors appointed pursuant to Article 11.

PROCEEDINGS OF DIRECTORS

13. The Directors may meet together for the despatch of business,

adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

14. The quorum at any meeting of Directors shall be two Directors.

15. A Committee of Directors may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present.

16. On any resolution, proposed at a meeting of the Directors, the Director or Directors appointed by the holders of the "B" shares pursuant to Article 10 hereof and present at the meeting shall whatever the number of such Directors appointed or present be entitled to exercise four votes and each "A" Director present shall be entitled to exercise one vote; Provided that if either of the said Arthur Kenneth Coleman or David Henry Thomas shall not be present at any meeting such one of them as is present shall be entitled to exercise two votes.

17. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.

18. Regulations 108 and 109 shall be read and construed as if the references to a Managing Director therein were references to any Director appointed to any executive office under the last preceding Article.

19. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 199 of the Act shall be entitled to vote in respect of such contract or proposed

contract, and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present, and Regulations 84(2) and 84(4) of Table A shall accordingly not apply.

20. A Director present at any meeting of Directors or Committee of Directors need not sign his name in a book kept for that purpose and regulation 86 shall be modified accordingly.

21. At the end of regulation 106 the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by one or more of the directors so entitled".

BORROWING POWERS

22. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company, and the provision to regulation 79 shall not apply.

ACCOUNTS.

23. At the end of regulation 127 the following words shall be deemed to be added, namely: "Provided further that copies of the documents aforesaid, if sent less than twenty-one days before the date of the meeting, shall notwithstanding that fact be deemed duly sent if it is so agreed by all the members entitled to attend and vote at the meeting".

CAPITALISATION OF PROFITS

24. (A) The Company in general meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the ordinary shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members or nominees in the proportion aforesaid, or partly in the

(B) Regulation 129 of Table A shall apply whenever such a resolution as aforesaid shall have been passed.

[Signature]
Chairman

24

THE COMPANIES ACTS 1948-1967


COMPANY LIMITED BY SHARES

Ordinary Resolutions of Rechem Limited passed February 9th
1971.

At an Extraordinary General Meeting of the above named Company
duly convened and held at the Rechem Limited premises at Botley Road,
West End, Hants on Tuesday the Ninth day of
February 1971 the following resolutions were duly passed as Ordinary
Resolutions of the Company :

1. "That the capital of the Company be increased to £33,150 by the creation of 33,050 Ordinary Shares of £1 each."
2. "That upon the recommendation of the Directors it is desirable that the sum of £10,000 being the sum standing to the credit of the Company's capital reserve be capitalised and distributed among the holders of the issued Ordinary Shares of £1 registered in the books of the Company at the close of business on 8th February 1971 in proportion to the amounts paid up on the Ordinary Shares then held by such holders respectively and that the Board be authorised to appropriate and apply such sum in paying up in full 10,000 Ordinary Shares of the Company of £1. each and to distribute such Ordinary Shares of £1 each credited as fully paid up amongst the holders of the said ordinary shares of £1 each registered in the books of the Company on the date aforesaid in satisfaction of the said sum and as nearly as maybe in proportion to the amount credited as paid up on the ordinary shares held by such holders respectively on that date."

Dated this Ninth day of February 1971


.....
Chairman



934787

FEE PAID

10.25

COMPANIES
REGISTRATION

THE COMPANIES ACTS 1948 TO 1967

Notice and statement of increase in nominal capital

To the Registrar of Companies

Name of Company RECHEM

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary/
~~extraordinary/special~~* resolution of the company dated the NINTH FEBRUARY
the nominal capital of the company has been increased by the addition thereto of a sum of
£ 33,050 beyond the registered capital of £ 100. The additional
capital is divided as follows:-

Number of shares

33,050

Class of share

Ordinary

Nominal amount of each share

£1

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the
new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

The new shares shall rank *pari passu* with the Ordinary Shares existing
immediately prior to the passing of the Ordinary Resolution of
9th February, 1971.

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. ~~A letter stating that a claim for relief of companies capital duty has been or will~~
be made pursuant to Section 55 of the Finance Act, 1927.

Signed [Signature]~~Secretary~~ SecretaryDate Feb 9th, 1971

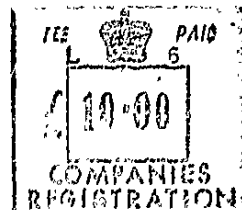
* Delete as necessary

Presented by: Sydney Morse & Co.,
Alder House,
1 Aldersgate Street, E.C.1.

Presentor's reference: JAB/B.241 BD

Form No. 10A
(See notes overleaf)

No. 934787 ✓ 26



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

CP 43800
/

SPECIAL RESOLUTION

OF

RECHEM LIMITED

(passed the 4th day of May 1971)

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Botley Road, West End, Southampton, on Tuesday, 4th May 1971, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

That the name of the Company be changed to
RE-CHEM INTERNATIONAL LIMITED.

L. BRAZIER
CHAIRMAN.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 934787

27

I hereby certify that

RECHEM LIMITED

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

RE-CHEM INTERNATIONAL LIMITED

Given under my hand at London the 18th May 1971

F. L. Knight
(F. L. KNIGHT)
Assistant Registrar of Companies

No. 934787

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

RESOLUTION
of
RE-CHEM INTERNATIONAL LIMITED

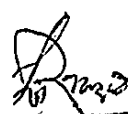
7th June 1973

At an EXTRAORDINARY GENERAL MEETING of the members of RE-CHEM INTERNATIONAL LIMITED duly convened and held at Stratton House, Piccadilly, London, W1X 6AS on the 7th day of June 1973, the following ORDINARY RESOLUTION was duly passed:-

RESOLUTION

"THAT the capital of the Company be increased to £110,500 by the creation of 77,350 "B" Ordinary Shares of £1 each."

DATED this 7th day of June 1973


L. BRAZIER
Chairman

No. 934787

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

RESOLUTION
of
RE-CHEM INTERNATIONAL LIMITED

27th July, 1973

At an EXTRAORDINARY GENERAL MEETING of the members
of RE-CHEM INTERNATIONAL LIMITED duly convened and held at Botley
Road, Hedge End, Southampton, on the 27th day of July, 1973, the
following ORDINARY RESOLUTION was duly passed:-

RESOLUTION

"THAT the capital of the Company be increased to
£269,620 by the creation of 17,680 new "A" ordinary
shares of £1 each and 141,440 new "B" ordinary shares
of £1 each."

DATED this 27th day of July, 1973


L. BRAZIER

Chairman



20

CP 43800

1

COPY 7-95
Form No. 10/10A

No. of Company..... 934787 / 37

THE COMPANIES ACTS 1948 to 1980
Notice and Statement* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

RE-CHEM INTERNATIONAL

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by a(n) ordinary Resolution of the Company dated 27th day of July 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 159,120 beyond the registered capital of £ 110,500

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
17,680	"A" ordinary	£1
141,440	"B" ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The "A" and "B" ordinary shares will respectively rank pari passu for dividend and in all respects with the existing "A" and "B" ordinary shares of the Company.

Signature *[Signature]*

State whether Director } Secretary
or Secretary } *[Signature]*

Dated the 27th day of July 1973

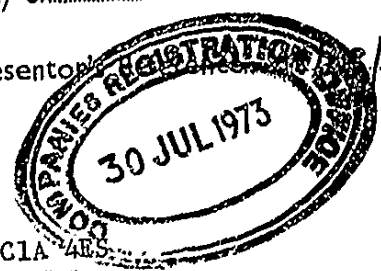
Presented by

Messrs. Sydney Morse & Co

Alder House,

1 - 6 Aldersgate Street, London EC1A

Presented by



R2186en

~~CR 76-05~~
934787
139

Form No. 10/10A

No. of Company.....

THE COMPANIES ACTS 1948 to 1967

Notice and Statement* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

RE-CHEM INTERNATIONAL

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution of the Company dated the Seventh day of June 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £77,350 beyond the registered capital of £33,150

The additional capital is divided as follows:—

Number of Shares

Class of Share

77,350

"B" Ordinary

£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The shares will rank pari passu for dividend and in all respects with the existing "B" ordinary shares of the company.

Signature *W. B. Buxley*

State whether Director or Secretary } Director

Dated the 18th day of June 1973

Presented by

Presentor's Reference *105/MB/R218*

Messrs. Sydney Morse & Co.

Alder House

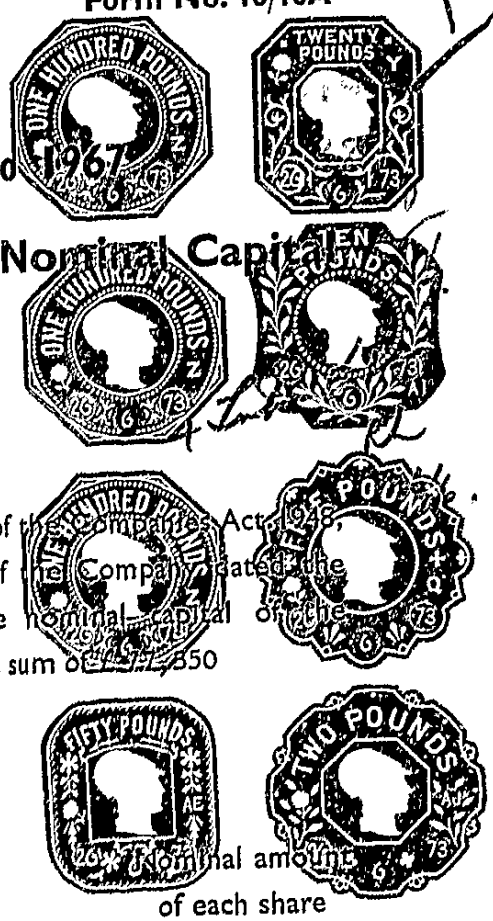
1-6 Aldersgate Street, E.C.1.A 4ES

* If the new shares are to be issued in certificated form, the notice must be accompanied by a statement in the following form, which must be signed by the directors of the company.

State whether Ordinary or Extraordinary or Special Resolution.

If the new shares are to be issued in certificated form, the notice must be accompanied by a statement in the following form, which must be signed by the directors of the company.

COMPANIES REGISTRATION



117 DEC 73

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

RE-CHEM INTERNATIONAL LIMITED

1. The name of the Company is "RE-CHEM INTERNATIONAL LIMITED".*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To reclaim and treat, or dispose of, waste chemicals or solvents, or any like materials, and to carry on business as manufacturers of and dealers in, and refiners of chemicals, gases, fertilisers, salts, acids, oils, glues, compositions, laboratory reagents and chemical, photographic, electrical, and laboratory materials, and manufacturers of and dealers in apparatus and furniture related to such processes or for any other scientific use.
 - (b) To undertake analytical or research work of any kind and to carry on business as analytical and consulting chemists.
 - (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.

*Incorporated under the name of Re-Chem Limited. By a Special Resolution dated 4th May, 1971 the name was changed to Re-Chem International Limited.

- (d) To apply for, purchase or otherwise acquire any patents, licences and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem to the Company calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire, or otherwise acquire any lands, houses, buildings, rights, properties and chattels which the Company may think to be suitable or convenient for any purposes of its business, and to purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company in cash or with shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property of the Company, and to sell the undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or debenture stock, or other obligations of any other company.
- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business, whether directly or indirectly,

and to subscribe for and take any shares, stock, debentures, debenture stock or other obligations of any such companies, syndicates and partnerships.

- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money and to secure the same in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital.
- (j) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (k) To lend money to such persons, and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding-up of the Company).
- (n) To distribute among the Members in specie any property of the Company or any proceeds

of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (o) To give credit to or guarantee, or become security for the performance of any contract by any person, company or association which may seem to the Company desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, gratuities, or assistance to any person who has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, to form and contribute to provident, superannuation and other similar funds for the benefit of any such persons as aforesaid, and to subscribe to any public or political object which may be deemed by the Company helpful to the attainment of the Company's objects or any of them.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the company, or of undertaking any business or operations which seem to the Company likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To construct and maintain any buildings or machinery which may be convenient for the business of the Company.

- (u) To carry out all or any of the above objects as principals or agents or in partnership or conjunction with any other person, firm, association or company or through agents, or trustees, or by means of any subsidiary or auxiliary company or otherwise and in any part of the world.
- (v) To do all such acts or things as are incidental or conducive to the attainment of the above objects.

It is hereby declared that the word "Company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred ordinary shares of £1 each.* The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

*By an Ordinary Resolution dated 9th February, 1971 the Share Capital was increased to £33,150 by the creation of 33,050 Ordinary Shares of £1 each.

By a Special Resolution dated 9th February, 1971 the 22,100 issued Ordinary Shares were redesignated "A" Ordinary Shares of £1 each and the 11,050 unissued Ordinary Shares were redesignated "B" Ordinary Shares of £1 each.

By an Ordinary Resolution dated 7th June, 1973 the Share Capital was increased to £110,500 by the creation of 77,350 "B" Ordinary Shares of £1 each.

By an Ordinary Resolution dated 27th July, 1973 the Share Capital was increased to £269,620 by the creation of 17,680 "A" Ordinary Shares of £1 each and 141,440 new "B" Ordinary Shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this 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
ARTHUR KENNETH COLEMAN, 53, Sandringham Avenue, Downend, Bristol. Scientist.	ONE
DAVID HENRY THOMAS, 46 Lansdown Road, Gloucester, Gloucestershire. Accountant.	ONE

WITNESS to the signature of: David Henry Thomas.

A.S.W. COMLEY,
10 Besbury Park,
Michinhampton, Stroud.
Assistant to Sales Director.

DATED this 19th day of June, 1968.

WITNESS to the signature of Arthur Kenneth Coleman.

JOHN W. CLARK,
16 Yeo Way,
Clevedon, Somerset.
Chartered Accountant.

DATED this 18th day of June, 1968.

COMPANY LIMITED BY SHARES

Articles of Association

OF

RE-CHEM INTERNATIONAL LIMITED

(Adopted by Special Resolution dated 9th February, 1971.)

PRELIMINARY

TABLE A

1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company, with the exception of regulations 4, 5, 30, 31, 60, 62, 75, 89 to 99 inclusive, 104, 107 and 128 and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid.

SHARE CAPITAL

2. The authorised capital of the Company at the date of the adoption of these Articles in £33,150 divided into 33,150 Ordinary shares of £1 each of which 22,100 have been issued and are designated "A" Ordinary shares and have attached to them the rights conferred on "A" Ordinary shares by these Articles and of which the remainder are designated "B" Ordinary Shares and have attached to them the rights conferred on "B" Ordinary Shares by these Articles. The "A" Ordinary shares and the "B" Ordinary shares shall together rank pari passu as one class for participation in the profits and assets of the Company*.

SHARES

3. Subject to the provisions of the next following

* By an ordinary resolution dated 7th June, 1973 the share capital was increased to £110,500 by the creation of 77,350 "B" Ordinary shares.

✓ By an ordinary resolution dated 27th July, 1973 the share capital was increased to £269,620 by the creation of 17,680 "A" Ordinary shares and 141,440 "B" Ordinary shares.

Article and of regulation 2 of Part II of Table A, the shares for the time being unissued may be allotted or otherwise disposed of to such persons and for such consideration upon such terms and conditions as the Directors may determine.

4. Subject to any right to call for "B" Ordinary shares existing at the date of adoption of these Articles any new shares carrying voting rights from time to time created shall before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares carrying voting rights held by them respectively. Such offer shall be made by notice specifying the number of shares offered and limiting to 4 weeks the time with which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

TRANSFER AND TRANSMISSION OF SHARES

5. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 22 shall be modified accordingly.

6. (A) Subject as in these Articles provided any share carrying voting rights which either Arthur Kenneth Coleman or David Henry Thomas wishes to transfer may be transferred to the other of them and any share carrying voting rights to which the widow of either the said Arthur Kenneth Coleman or David Henry Thomas may become entitled in consequence of her husband's death may be transferred to her or registered in her name; and in any such circumstances (but subject as aforesaid and to any widow entering into such covenant or agreement as the Directors shall require) regulation 3 of Table A Part II shall not apply save to ensure that the number of members shall not exceed the prescribed limit.

(B)(i) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it be first offered to the members at a fair value to be fixed by the Company's Auditors.

(ii) Any member desiring to sell a share

(hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") which shall constitute the Company his agent for the purpose of the sale of his entire holding of shares of any class in the Company

No sale notice shall be withdrawn without the Directors' sanction.

(iii) Within one month after the death or adjudication of bankruptcy of a member not being a joint holder, his legal personal representatives or trustee shall give notice thereof to the Company and such notice shall constitute a sale notice in accordance with this Article in respect of all the shares in the Company held by the deceased or bankrupt, the personal representative or trustee being the retiring member in respect thereof. If at any time the Company shall have reason to believe that any member has died or been adjudicated bankrupt but the Company shall not have received such notice as aforesaid, the Company may send a notice by registered or recorded delivery post, addressed to such member at his last registered address as appearing in the register of members, appointing a date not less than one month later than the date of such notice at which a sale notice shall be deemed to have been given, and unless by the date so appointed the member shall have notified the Company that he is still living or that he has not been adjudicated bankrupt or his personal representative or trustee shall have given notice of death or bankruptcy as required by this paragraph the member shall upon the date so appointed be deemed to have given a sale notice and to have become a retiring member.

(iv) The Directors shall offer any share comprised in a sale notice to the existing members, specifying the fair value fixed by the Auditors, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days.

(v) Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer

the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money.

(vi) If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A Part II, sell such share to any person and at any price.

(C) No share shall be issued or transferred to any infant bankrupt or person of unsound mind.

7. The proviso at the end of regulation 32 shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

8. The quorum at a general meeting shall be two persons.

9. At the end of regulation 5 of Part II of Table A the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by or on behalf of one or more of the members so entitled".

VOTES OF MEMBERS

10. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member who is present in person shall have one vote. On a poll:-

(a) subject to the next following paragraph every member shall have one vote for each share of which he is holder.

(b) If the "B" Ordinary shares for the time being in issue shall represent less than 51 per cent of all the Ordinary shares carrying voting rights then in issue every holder of an "A" Ordinary share present in person or by proxy shall have one vote for each "A" Ordinary share of which he is the holder and the holders of the "B" Ordinary shares present in person or by proxy shall be collectively entitled to one vote more than the number of votes to which the holders of "A" Ordinary shares are entitled and shall exercise such votes rateably in proportion to the number of "B" Ordinary shares held by them respectively and shall be entitled to cast any fraction of a vote resulting from this provision.

A corporation which is a member of the Company and is present by its duly authorised representative shall be deemed to be present in person for the purposes of these Articles.

DIRECTORS

11. (A) Unless and until otherwise determined by an Extraordinary Resolution of the Company in general meeting, the number of Directors shall not be less than two nor more than seven of whom not more than three shall be "A" Directors and not more than four shall be "B" Directors.

(B) With effect from the date of the adoption of these Articles the "A" Directors shall be Arthur Kenneth Coleman, David Henry Thomas and such person (if any) being a full time working Director of Cleansing Services (Southern Counties) Limited as that Company may from time to time appoint. The "B" Directors shall be such person or persons as the holders of the "B" Ordinary shares of the Company may from time to time appoint.

(C) Subject to regulation 88 as applied to the Company any person appointed pursuant to this Article shall hold office until removed by the person entitled to do so.

(D) All appointments and removals shall be effected by notice in writing to the Company signed by the person or a majority of the persons entitled to do so.

12. Section 185 of the Companies Act 1948 and paragraph (a) of regulation 88 shall not apply to the Company and paragraph (f) of regulation 88 shall not apply to directors appointed pursuant to Article 11.

PROCEEDINGS OF DIRECTORS

13. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

14. The quorum at any meeting of Directors shall be two Directors.

15. A Committee of Directors may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present.

16. On any resolution proposed at a meeting of the Directors, the Director or Directors appointed by the holders of the "B" shares pursuant to Article 10 hereof and present at the meeting shall whatever the number of such Directors appointed or present be entitled to exercise four votes and each "A" Director present shall be entitled to exercise one vote; Provided that if either of the said Arthur Kenneth Coleman or David Henry Thomas shall not be present at any meeting such one of them as is present shall be entitled to exercise two votes.

17. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman of Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.

18. Regulations 108 and 109 shall be read and construed as if the references to a Managing Director therein were references to any Director appointed to any executive office under the last preceding Article.

19. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 199 of the Act shall be entitled to vote in respect of such contract or proposed contract, and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present, and Regulations 84(2) and 84(4) of Table A shall accordingly not apply.

20. A Director present at any meeting of Directors or Committee of Directors need not sign his name in a book kept for that purpose and regulation 86 shall be modified accordingly.

21. At the end of regulation 106 the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by one or more of the directors so entitled".

BORROWING POWERS

22. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company, and the provision to regulation 79 shall not apply.

ACCOUNTS

23. At the end of regulation 127 the following words shall be deemed to be added, namely: "Provided further that copies of the documents aforesaid, if sent less than twenty-one days before the date of the meeting, shall notwithstanding that fact be deemed duly sent if it is so agreed by all the members entitled to attend and vote at the meeting".

CAPITALISATION OF PROFITS

24. (A) The Company in general meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount for the time being

standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the ordinary shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members or nominees in the proportion aforesaid, or partly in the one way or partly in the other; and the Directors shall give effect to any such resolution. Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(B) Regulation 129 of Table A shall apply whenever such a resolution as aforesaid shall have been passed.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

-of-

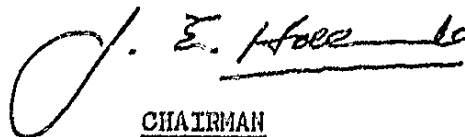
RE-CHEM INTERNATIONAL LIMITED

Passed 24th July 1975

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Stratton House Piccadilly London W1X 6AS on Thursday the 24th day of July 1975 the following Resolution was duly passed as an Ordinary Resolution:-

RESOLUTION

That the capital of the Company be increased to \$934,830 by the creation of 665,210 new Ordinary Shares of £1 each


CHAIRMAN



No. of Company.....234787.....

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

RE-CHEM INTERNATIONAL LIMITED

Insert name
of Company;
delete "Limited"
if not applicable

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

~~Limited~~, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a/an Ordinary Resolution of the Company dated the
24th day of July 1975 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 665,210
beyond the registered capital of £ 269,620

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each share
£1

665,210

Ordinary

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

The new Ordinary Shares rank pari passu in all respects with
existing Ordinary Shares

Signature

State whether Director } Secretary
or Secretary }

Dated the 25th day of July 1975

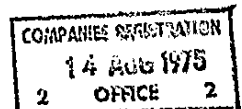
Presented by

Presentor's Reference.....IDH/CAN..

The Secretary

Re-Chem International Limited

80 Shirley Road, Southampton...



(see notes overleaf)

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

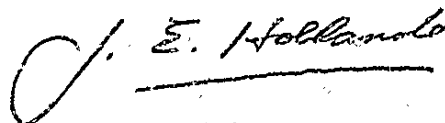
RE-CHEM INTERNATIONAL LIMITED

Passed 24th July 1975

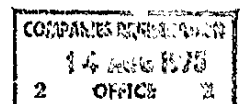
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Stratton House Piccadilly London W1X 6AS on Thursday the 24th day of July 1975 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. That the 39,780 issued "A" Ordinary Shares of £1 each and the 229,840 "B" Ordinary Shares of £1 each in the capital of the Company be and they are hereby converted into Ordinary Shares of £1 each ranking pari passu as one class of share
2. That the regulations contained or included by reference in the document submitted to the meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in place of and to the exclusion of all existing Articles of Association of the Company.



CHAIRMAN



No. 934787

54

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND
NEW
Articles of Association

OF
RE-CHEM INTERNATIONAL
LIMITED

Incorporated the 2nd day of July, 1968.

WALTONS & MORSE,
Plantation House,
31-35 Fenchurch Street,
LONDON EC3M 3NN

73

LL

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

RE-CHEM INTERNATIONAL LIMITED

1. The name of the Company is "RE-CHEM INTERNATIONAL LIMITED".*

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (a) To reclaim and treat, or dispose of, waste chemicals, or solvents, or any like materials, and to carry on business as manufacturers of and dealers in, and refiners of chemicals, gases, fertilisers, salts, acids, oils, glues, compositions, laboratory reagents and chemical, photographic, electrical, and laboratory materials, and manufacturers of and dealers in apparatus and furniture related to such processes or for any other scientific use.
- (b) To undertake analytical or research work of any kind and to carry on business as analytical and consulting chemists.
- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.

*Incorporated under the name of Re-Chem Limited and changed to Re-Chem International Limited on 18th May 1971.

- (d) To apply for, purchase or otherwise acquire any patents, licences and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem to the Company calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire, or otherwise acquire any lands, houses, buildings, rights, properties and chattels which the Company may think to be suitable or convenient for any purposes of its business, and to purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company in cash or with shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property of the Company, and to sell the undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or debenture stock, or other obligations of any other company.
- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business, whether directly or indirectly,

and to subscribe for and take any shares, stock, debentures, debenture stock or other obligations of any such companies, syndicates and partnerships.

- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money and to secure the same in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital.
- (j) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (k) To lend money to such persons, and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding-up of the Company).
- (n) To distribute among the Members in specie any property of the Company or any proceeds

of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (o) To give credit to or guarantee, or become security for the performance of any contract by any person, company or association which may seem to the Company desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, gratuities, or assistance to any person who has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, to form and contribute to provident, superannuation and other similar funds for the benefit of any such persons as aforesaid, and to subscribe to any public or political object which may be deemed by the Company helpful to the attainment of the Company's objects or any of them.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the company, or of undertaking any business or operations which seem to the Company likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To construct and maintain any buildings or machinery which may be convenient for the business of the Company.

- (u) To carry out all or any of the above objects as principals or agents or in partnership or conjunction with any other person, firm, association or company or through agents, or trustees, or by means of any subsidiary or auxiliary company or otherwise and in any part of the world.
- (v) To do all such acts or things as are incidental or conducive to the attainment of the above objects.

It is hereby declared that the word "Company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred ordinary shares of £1 each.* The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

*By an Ordinary Resolution dated 9th February, 1971 the Share Capital was increased to £33,150 by the creation of 33,050 Ordinary Shares of £1 each.

By a Special Resolution dated 9th February, 1971 the 22,100 issued Ordinary Shares were redesignated "A" Ordinary Shares of £1 each and the 11,050 unissued Ordinary Shares were redesignated "B" Ordinary Shares of £1 each.

By an Ordinary Resolution dated 7th June, 1973 the Share Capital was increased to £110,500 by the creation of 77,350 "B" Ordinary Shares of £1 each.

✓ By an Ordinary Resolution dated 27th July, 1973 the Share Capital was increased to £269,620 by the creation of 17,680 "A" Ordinary Shares of £1 each and 141,440 new "B" Ordinary Shares of £1 each.

By a Special Resolution dated 24th July 1975 the 39,780 issued "A" Ordinary Shares of £1 each and the 229,840 "B" Ordinary Shares of £1 each were converted into Ordinary Shares of £1 each ranking pari passu as one class of share.

By an Ordinary Resolution dated 24th July 1975 the Share Capital of the Company was increased to £934,830 by the creation of 665,210 new ordinary shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this 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
ARTHUR KENNETH COLEMAN, 53, Sandringham Avenue, Downend, Bristol. Scientist.	ONE
DAVID HENRY THOMAS, 46 Lansdown Road, Gloucester, Gloucestershire. Accountant.	ONE

WITNESS to the signature of: David Henry Thomas.

A.S.W. COMLEY,
10 Besbury Park,
Michinhampton, Stroud.
Assistant to Sales Director.

DATED this 19th day of June, 1968.

WITNESS to the signature of Arthur Kenneth Coleman.

JOHN W. CLARK,
16 Yeo Way,
Clevedon, Somerset.
Chartered Accountant.

DATED this 18th day of June, 1968.

COMPANY LIMITED BY SHARES

Articles of Association

OF

RE-CHEM INTERNATIONAL LIMITED

(Adopted by Special Resolution dated 24th July 1975)

PRELIMINARY

TABLE A

1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company, with the exception of regulations 2, 3, 4, 5, 30, 31, 75, 89 to 97 inclusive, 106, 107 and 128 and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid.

SHARE CAPITAL

* 2. The share capital of the Company is £934,830 divided into 934,830 Ordinary Shares of £1 each.

3. The shares of the Company for the time being unissued (including shares which the Company shall have power to issue under Section 58(4) of the Act or otherwise) shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons at such times on such terms and conditions as they think fit with full power to give to any person the call of any shares either at par or at a premium, and for such time and for such consideration as the Directors think fit, but so that shares shall not be issued at a discount except in accordance with Section 57 of the Act.

4. Without prejudice to any special rights previously conferred on the holders of existing shares, any share

* For capital history see note to clause 5 of the Memorandum; As at 24th July 1975 269,620 Ordinary Shares have been issued.

(including shares which the Company shall have power to issue under Section 58(4) of the Act or otherwise), may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to dividend, voting, return of share capital or otherwise as the Directors may from time to time determine, and any preference share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. Subject to the provisions of Section 58 of the Act, the redemption of such shares may be effected on such terms and in such manner as the Directors may from time to time determine.

TRANSFER AND TRANSMISSION OF SHARES

5. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 22 shall be modified accordingly.

6. (A) Subject as in these Articles provided any share carrying voting rights which either Arthur Kenneth Coleman or David Henry Thomas wishes to transfer may be transferred to the other of them and any share carrying voting rights to which the widow of either the said Arthur Kenneth Coleman or David Henry Thomas may become entitled in consequence of her husband's death may be transferred to her or registered in her name; and in any such circumstances (but subject as aforesaid and to any widow entering into such covenant or agreement as the Directors shall require) regulation 3 of Table A Part II shall not apply save to ensure that the number of members shall not exceed the prescribed limit.

(B) (i) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it be first offered to the members at a fair value to be fixed by the Company's Auditors.

(ii) Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") which shall constitute the Company his agent for the purpose of the sale of his entire holding of shares of any class in the Company.

No sale notice shall be withdrawn without the Directors' sanction.

(iii) Within one month after the death or adjudication of bankruptcy of a member not being a joint holder, his legal personal representative or trustee shall give notice thereof to the Company and such notice shall constitute a sale notice in accordance with this Article in respect of all the shares in the Company held by the deceased or bankrupt, the personal representative or trustee being the retiring member in respect thereof. If at any time the Company shall have reason to believe that any member has died or been adjudicated bankrupt but the Company shall not have received such notice as aforesaid; the Company may send a notice by registered or recorded delivery post, addressed to such member at his last registered address as appearing in the register of members, appointing a date not less than one month later than the date of such notice at which a sale notice shall be deemed to have been given, and unless by the date so appointed the member shall have notified the Company that he is still living or that he has not been adjudicated bankrupt or his personal representative or trustee shall have given notice of death or bankruptcy as required by this paragraph the member shall upon the date so appointed be deemed to have given a sale notice and to have become a retiring member.

(iv) The Directors shall offer any share or shares comprised in a sale notice to the existing members as nearly as may be in proportion to their existing holdings, and any share or shares not so taken up shall be offered to those members who have expressed a desire to increase their holdings in the proportions which their existing holdings shall bear to one another or as they shall otherwise agree, specifying the fair value fixed by the Auditors, and if within twenty-eight days after the sale notice has been given one or more purchasing members are found, such purchasing member or members shall be bound to complete the purchase within seven days.

(v) Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member

fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money.

(vi) If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(C) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

7. The proviso at the end of regulation 32 shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

8. Regulation 49 of Part I of Table A shall have effect as if the words "one member" were inserted therein in lieu of the words "two members".

9. Regulation 52 of Part I of Table A shall have effect as if the words "and the fixing of the remuneration of the Directors" were inserted therein immediately after the words "those retiring".

10. Regulation 58(b) of Part I of Table A shall have effect as if the word "one" were inserted therein in lieu of the word "three".

11. At the end of regulation 62 of Part I of Table A the following words shall be deemed to be added, namely "A corporation which is a member of the Company and is present by its duly authorised representative shall be deemed to be present in person for the purposes of these regulations".

12. Regulation 73 of Part I of Table A shall in its

application to the Company be read and construed as though the following words were added at the end thereof "or in the case of a poll taken subsequently to the meeting or adjourned meeting at which it is demanded, before the commencement of the poll at which the proxy is used".

13. At the end of regulation 5 of Part II of Table A the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by or on behalf of one or more of the members so entitled".

DIRECTORS

14. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten.

15. (A) The Directors shall be Arthur Kenneth Coleman and David Henry Thomas and such other person or persons as a member or members holding a majority of the issued Ordinary Shares of the Company may from time to time appoint.

(B) Subject to regulation 88 as applied to the Company any person appointed pursuant to this Article shall hold office until removed by the person entitled to do so.

(C) All appointments and removals shall be effected by notice in writing to the Company signed by or on behalf of the member or members entitled to do so.

16. Section 185 of the Companies Act 1948 and paragraph (a) of regulation 88 shall not apply to the Company and paragraph (f) of regulation 88 shall not apply to Directors appointed pursuant to Article 15.

PROCEEDINGS OF DIRECTORS

17. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant

Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.

18. Regulations 108 and 109 shall be read and construed as if the references to a Managing Director therein were references to any Director appointed to any executive office under the last preceding Article.

19. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with Section 199 of the Act shall be entitled to vote in respect of such contract or proposed contract, and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present, and regulations 84(2) and 84(4) of Table A shall accordingly not apply.

20. A Director present at any meeting of Directors or Committee of Directors need not sign his name in a book kept for that purpose and regulation 86 shall be modified accordingly.

21. A resolution in writing signed or approved by letter or telegram by all the Directors entitled to notice of a meeting of Directors and whether consisting of one or several documents, shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted.

BORROWING POWERS

22. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company, and the proviso to regulation 79 shall not apply.

ACCOUNTS

23. At the end of regulation 127 the following words shall be deemed to be added, namely: "Provided further that copies of the documents aforesaid, if sent less than

twenty one days before the date of the meeting, shall notwithstanding that fact be deemed duly sent if it is so agreed by all the members entitled to attend and vote at the meeting".

CAPITALISATION OF PROFITS

24. (A) The Company in General Meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the Ordinary Shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members or nominees in the proportion aforesaid, or partly in the one way or partly in the other; and the Directors shall give effect to any such resolution Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of the unissued shares to be issued to members of the Company as fully paid bonus shares.

(B) Regulation 129 of Table A shall apply whenever such a resolution as aforesaid shall have been passed.

NOTICES

25. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected when the letter containing the notice is posted duly franked for first class delivery and regulation 131 of Part I of Table A shall be deemed altered accordingly.

INDEMNITY

26. Regulation 136 of Part I of Table A shall not apply. Every Director, Manager, Auditor, Secretary and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to discharge any liability incurred by him in defending any proceedings, whether civil or criminal, which shall arise in connection with the Company's business and in which judgment shall be given in his favour or in which he shall be acquitted, and any liability in connection with any application in relation to any of the affairs of the Company under Section 448 of the Act in which relief shall be granted to him by the Court,

A

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies

For official use

88

Name of company

RE-CHEM INTERNATIONAL LIMITED

Limited

*delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Company number	Day	Month
934787	3	1 0 3

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day	Month	Year
3	1 0 3	1 9 8 5

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

† delete as appropriate

The company is a [subsidiary] ~~[holding company]~~† of BRITISH ELECTRIC TRACTION GROUP Plc

, company number 49855C

the accounting reference date of which is 31 MARCH

§ delete as appropriate

Signed

[Director]†[Secretary] § Date 21.6.84

Presenter's name, address and reference: (if any)

M. J. ERRIDGE
Director/Secretary
Re-Chem International Ltd.
80 Shirley Road
Southampton, SO1 3EY

For official use
Data punch

General section

Post room



No. 934787

190

COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

RE-CHEM INTERNATIONAL LIMITED

Pursuant to Section 380 of the Companies Act 1985

Passed 5th December 1985

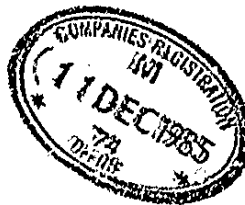
At an Extraordinary General Meeting of the Members of the above Company duly convened and held at Kingsmill, London Road, High Wycombe, Buckinghamshire on the 5th day of December 1985 the following Special Resolution was passed:-

That the Articles of Association be altered by the addition of "10," in Article 1 of the Articles of Association of the Company after the words "regulations 2, 3, 4, 5," and by the deletion of Article 6.

Signed... *Michael M. Ellis*

Director/Secretary

Dated... 5th December 1985



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RE-CHEM INTERNATIONAL LIMITED

20/1

1. The name of the Company is "RE-CHEM INTERNATIONAL LIMITED".
(Incorporated under the name of Re-Chem Limited and changed to Re-Chem International Limited on 18th May 1971)
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To reclaim and treat, or dispose of, waste chemicals or solvents, or any like materials, and to carry on business as manufacturer of and dealers in, and refiners of chemicals, gases, fertilisers, salts, acids, oils, glues, compositions, laboratory reagents and chemical, photographic, electrical, and laboratory materials, and manufacturers of and dealers in apparatus and furniture related to such processes or for any other scientific use.
 - (b) To undertake analytical or research work of any kind and to carry on business as analytical and consulting chemists.
 - (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.



- (d) To apply for, purchase or otherwise acquire any patents, licences and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem to the Company calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire, or otherwise acquire any lands, houses, buildings, rights, properties and chattels which the Company may think to be suitable or convenient for any purposes of its business, and to purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company in cash or with shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property of the Company, and to sell the undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or debenture stock, or other

obligations of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business, whether directly or indirectly, and to subscribe for and take any shares, stock, debentures, debenture stock or other obligations of any such companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money and to secure the same in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital.
- (j) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (k) To lend money to such persons, and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital or any debentures or other security of the

Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding-up of the Company).
- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To give credit to or guarantee, or become security for the performance of any contract by any person, company or association which may seem to the Company desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, gratuities, or assistance to any person who has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, to form and contribute to provident, superannuation and other similar funds for the benefit of any such persons as aforesaid, and to subscribe to any public or political object which may be deemed by the Company helpful to the attainment of the Company's objects or any of them.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the company, or of undertaking any

business or operations which seem to the Company likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.

- (r) To invest any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To construct and maintain any buildings or machinery which may be convenient for the business of the Company.
- (u) To carry out all or any of the above objects as principals or agents or in partnership or conjunction with any other person, firm, association or company or through agents, or trustees, or by means of any subsidiary or auxiliary company or otherwise and in any part of the world.
- (v) To do all such acts or things as are incidental or conducive to the attainment of the above objects.

It is hereby declared that the word "Company" in this Clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £934,830 divided into 934,830 Ordinary Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach

thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this 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

Arthur Kenneth Coleman,
53 Sandringham Avenue,
Downend,
Bristol.
Scientist.

ONE

David Henry Thomas,
46 Lansdown Road,
Gloucester,
Gloucestershire.
Accountant.

ONE

WITNESS to the signature of David Henry Thomas.

A.S.W.Comley,
10 Besbury Park,

Michinhampton,

Stroud.

Assistant to Sales Director.

Dated this 19th day of June 1968

WITNESS to the signature of Arthur Kenneth Coleman.

John W.Clark,

16 Yeo Way,

Clevedon,

Somerset.

Chartered Accountant.

Dated this 18th day of June 1968

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

RE-CHEM INTERNATIONAL LIMITED

(Adopted by Special Resolution dated 24th July 1975

and amended by Special Resolution dated 3rd December 1985)

PRELIMINARY

TABLE A

1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company, with the exception of regulations 2, 3, 4, 5, 10, 30, 31, 75, 89 to 97 inclusive, 106, 107 and 128 and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid.

SHARE CAPITAL

2. The share capital of the Company is ~~£934,830~~ divided into 934,830 Ordinary Shares of £1 each.

3. The shares of the Company for the time being unissued (including shares which the Company shall have power to issue under Section 58(4) of the Act or otherwise) shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons at such times on such terms and conditions as they think fit with full power to give to any

person the call of any shares either at par or at a premium, and for such time and for such consideration as the Directors think fit, but so that shares shall not be issued at a discount except in accordance with Section 57 of the Act.

4. Without prejudice to any special rights previously conferred on the holders of existing shares, any share (including shares which the Company shall have power to issue under Section 58(4) of the Act or otherwise) may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to dividend, voting, return of share capital or otherwise as the Directors may from time to time determine, and any preference share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. Subject to the provisions of Section 58 of the Act, the redemption of such shares may be effected on such terms and in such manner as the Directors may from time to time determine.

TRANSFER AND TRANSMISSION OF SHARES

5. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Regulation 22 shall be modified accordingly.

6. The proviso at the end of Regulation 32 shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

7. Regulation 49 of Part I of Table A shall have effect as if the words "one member" were inserted therein in lieu of the words "two members".

8. Regulation 52 of Part I of Table A shall have effect as if the

words "and the fixing of the remuneration of the Directors" were inserted therein immediately after the words "those retiring".

9. Regulation 58(b) of Part I of Table A shall have effect as if the word "one" were inserted therein in lieu of the word "three".

10. At the end of Regulation 62 of Part I of Table A the following words shall be deemed to be added, namely "A corporation which is a member of the Company and is present by its duly authorised representative shall be deemed to be present in person for the purposes of these regulations".

11. Regulation 73 of Part I of Table A shall in its application to the Company be read and construed as though the following words were added at the end thereof "or in the case of a poll taken subsequently to the meeting or adjourned meeting at which it is demanded, before the commencement of the poll at which the proxy is used".

12. At the end of Regulation 5 of Part II of Table A the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by or on behalf of one or more of the members so entitled".

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten.

14. (A) The Directors shall be Arthur Kenneth Coleman and David Henry Thomas and such other person or persons as a member or

members holding a majority of the issued Ordinary Shares of the Company may from time to time appoint.

(B) Subject to Regulation 188 as applied to the Company any person appointed pursuant to this Article shall hold office until removed by the person entitled to do so.

(C) All appointments and removals shall be effected by notice in writing to the Company signed by or on behalf of the member or members entitled to do so.

15. Section 185 of the Companies Act 1948 and paragraph (a) of Regulation 188 shall not apply to the Company and paragraph (f) of Regulation 188 shall not apply to Directors appointed pursuant to Article 14.

PROCEEDINGS OF DIRECTORS

16. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.

17. Regulations 108 and 109 shall be read and construed as if the references to a Managing Director therein were reference to any Director appointed to any executive office under the last

preceding Article.

18. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with Section 199 of the Act shall be entitled to vote in respect of such contract or proposed contract, and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present, and Regulations 84(2) and 84(4) of Table A shall accordingly not apply.

19. A Director present at any meeting of the Directors or Committee of Directors need not sign his name in a book kept for that purpose and Regulation 86 shall be modified accordingly.

20. A resolution in writing signed or approved by letter or telegram by all the Directors entitled to notice of a meeting of Directors and whether consisting of one or several documents, shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted.

BORROWING POWERS

21. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company, and the proviso to Regulation 79 shall not apply.

ACCOUNTS

22. At the end of Regulation 127 the following words shall be deemed to be added, namely: "Provided further that copies of the documents aforesaid, if sent less than twenty-one days before the date of the meeting, shall notwithstanding that fact be deemed

duly sent if it is so agreed by all the members entitled to attend and vote at the meeting".

CAPITALISATION OF PROFITS

23. (A) The Company in General Meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount due for the time being standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the Ordinary Shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members or nominees in the proportion aforesaid, or partly in the one way or partly in the other; and the Directors shall give effect to any such resolution provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of the unissued shares to be issued to members of the Company as fully paid bonus shares.

(B) Regulation 129 of Table A shall apply whenever such a resolution as aforesaid shall have been passed.

NOTICES

24. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected when the letter containing the notice is posted duly franked for first class delivery and Regulation 131 of Part I of Table A shall be deemed altered accordingly.

INDEMNITY

25. Regulation 136 of Part I of Table A shall not apply. Every Director, Manager, Auditor, Secretary and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to discharge any liability incurred by him in defending proceedings, whether civil or criminal, which shall arise in connection with the Company's business and in which judgment shall be given in his favour or in which he shall be acquitted, and any liability in connection with any application in relation to any of the affairs of the Company under Section 448 of the Act in which relief shall be granted to him by the Court.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM
AND NEW
ARTICLES OF ASSOCIATION
OF
RE-CHEM INTERNATIONAL LIMITED

No. 934787

Incorporated 2nd July 1968

Cripps and Shone,
The Old House,
West Street,
Marlow,
Buckinghamshire.

G**Declaration in relation to
assistance for the acquisition
of shares.****155(6)a**Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[1986]

934787

NotePlease read the notes on
page 3 before
completing this form.* insert full name
of companyo insert name(s) and
address(es) of all
the directors

Name of company

*

RE-CHEM INTERNATIONAL LIMITED

I/We o RICHARD CHARLES BIEFA of Chalkpit House, Burchetts Green,MALCOLM CHARLES LEE of 3, Pitchers Cottages, Bennett End, Radnage, BucksROBIN DREWITT, Brook Cottage, Llangwm, Nr. Usk, GwentDAVID HENRY THOMAS Hazelcopes Farm, Hatchett Lane, Beaulieu, HantsPETER GOODACRE 17 Willis Road, Swathing, Southampton, HantsARTHUR KENNETH COLEMAN of Hawthorns, New Forest Drive, Brockenhurst, Hants† delete as
appropriate

[the sole director] [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

5 delete whichever
is inappropriate(a) ~~that of a (recognised bank) [licensed institution]† within the meaning of the Banking Act 1979~~(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~

(c) something other than the above 5

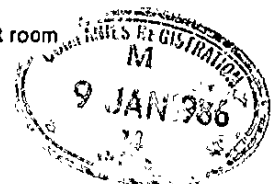
The company is proposing to give financial assistance in connection with the acquisition of shares in it.

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the
purpose of that acquisition]†~~The number and class of the shares acquired or to be acquired is: 877370£1 ordinary shares of Re-Chem International Ltd.Presenter's name address and
reference (if any):CRIPPS & SHONE
THE OLD HOUSE,
WEST STREET,
MARLOW, BUCKS

JGG/PL

For official Use
General Section

Post room



The assistance is to be given to: (note 2) SPEYWORTH LIMITED
whose registered office is at The Old House
West Street, Marlow, Buckinghamshire

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance will take the form of:

A debenture and cross guarantee to be entered
into by Re-Chem International Limited in order
to charge its assets to Barclays Bank PLC and
guarantee the payment of £550,000 to Speyworth
Limited

Box
The person who ~~has acquired~~ will acquire† the shares is:

Speyworth Limited whose registered office is at
The Old House, West Street, Marlow, Buckinghamshire

† delete as
appropriate

The principal terms on which the assistance will be given are:

Inv. ✓
The payment of £550,000 by Barclays Bank PLC to
Speyworth Limited is being made to provide part of
the purchase price of the issued share capital of
Re-Chem International Limited payable by Speyworth
Limited and is being secured by a debenture and cross
guarantee to be entered into by Re-Chem International
(together with Speyworth Limited) the terms of a
debenture and cross guarantee in the usual form
required by Barclays Bank PLC

The amount of cash to be transferred to the person assisted is £ _____

The value of any asset to be transferred to the person assisted is £ _____

The date on which the assistance is to be given is 5th December 19 85

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* delete either (a) or
(b) as appropriate

~~1/~~We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)~~1/~~We have formed the opinion that the company will be able to pay it's debts as they fall due during the year immediately following that date]*(note 3)

(b)~~1/~~~~It is intended to commence the winding up of the company within 12 months of that date, and 1/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)~~

And ~~1/~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at HIGH WYCOMBE
BUCKS

the 5th day of December
one thousand nine hundred and Eighty-five

before me [Signature]
~~A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.~~

Declarants to sign below

[Signature]
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

REPORT OF THE AUDITORS TO THE DIRECTORS
OF RE-CHEM INTERNATIONAL LIMITED UNDER
S156 OF THE COMPANIES ACT 1985

We refer to the statutory declaration entered into by the directors of Re-Chem International Limited on the 3rd day of December 1985. A copy of this declaration is attached for identification as Appendix 1.

We confirm that we have enquired into the state of affairs of Re-Chem International Limited and we are not aware of anything to indicate that the opinion expressed by the directors in the said declaration as to any of the matters mentioned in S156 (2) of the Companies Act 1985 is unreasonable in all the circumstances.

Touche Ross & Co.

Chartered Accountants

3 December 1985

0598a



Hill House 1 Little New Street London EC4A 3TR
Telex 884739 TRLNDN G - Facsimile Gp 3 01-583 8517 - Telephone 01-353 8011

Aberdeen, Birmingham, Bristol, Cardiff, Crawley, Dartford, Edinburgh, Glasgow, Havant, Leeds, Leicester, Liverpool, Manchester, Newcastle-upon-Tyne, Newport, Plymouth, Swansea and Wolverhampton
Principal place of business at which a list of partners' names is available: Hill House 1 Little New Street London EC4A 3TR

A member firm of Touche Ross International

Barclays Bank PLC
High Street Branch
PO Box 41
16 High Street
High Wycombe
Oxford
Bucks

We hereby confirm that, in our opinion, the financial assistance which Re-Chem International Limited intends to give Speyworth Limited by way of Debenture and cross guarantee to secure £550,000 will not reduce the net assets of Re-Chem International Limited at the time that such assistance is given.

Touche Ross & Co.

Chartered Accountants

5th December 1985



Hill House 1 Little New Street London EC4A 3TR
Telex 884739 TRLNDN G - Facsimile Gp 3 01-683 8517 - Telephone 01-353 8011

ALderney, Birmingham, Bristol, Cardiff, Crawley, Dartford, Edinburgh, Glasgow, Havant, Leeds, Leicester, Liverpool, Manchester, Newcastle-upon-Tyne, Newport, Plymouth, Swansea and Wolverhampton
Principal place of business at which a list of partners' names is available: Hill House 1 Little New Street London EC4A 3TR

A member firm of Touche Ross International

G

COMPANIES FORM No.155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

155(6)a

934787

Name of company

Note
Please read the notes on page 3 before completing this form.

* insert full name of company

o insert name(s) and address(es) of all the directors

RECHEM INTERNATIONAL LIMITED

I/We o RICHARD CHARLES BIFFA of Chalkpit House, Burchetts Grn, Maidenhead, Berks.
MALCOLM CHARLES LEE of Flat 1, 53A Amersham Hill, High Wycombe, Bucks
ROBIN DREWETT, Brook Cottage, Llangwm, Nr. Usk, Gwent.
DAVID HENRY THOMAS, Hazelcopes Farm, Hatchett Lane, Beaulieu, Hants.
PETER GOODACRE, 17 Willis Road, Swathling, Southampton, Hants.
ARTHUR KENNETH COLEMAN of Hawthorns, New Forest Drive, Brockenhurst, Hants.
LESLIE ESSLER BAKER of Primrose Cottage, Budd's Farm, Winsor Road, Winsor, Hants.

† delete as appropriate *WVF* (the ~~sole director~~) all the directors)† of the above company do solemnly and sincerely declare that:

The business of the company is:

5 delete whichever is inappropriate

- WVF* { (a) ~~that of a recognised bank or institution within the meaning of the Banking Act 1979~~
(b) ~~that of a person authorised under section 2 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~
(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in it.

WVF The assistance is for the purpose of ~~that acquisition~~ ^{reducing or discharging a liability incurred} for the purpose of that acquisition.

The number and class of the shares acquired or to be acquired is: 877370

£1 ordinary shares of Rechem International Limited

Presentor's name address and reference (if any):

CRIPPS & SHONE
THE OLD HOUSE
WEST STREET
MARLOW
BUCKS
SL7 2LX

For official Use
General Section

Post room



The assistance is to be given to: (note 2) SPEYWORD LIMITED
whose registered office is at Madeley House, 8 Packhorse Road,
Gerrards Cross, Buckinghamshire.

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance will take the form of:

The loan of £635,000 by way of loan repayable upon demand
free of interest.

nmh
The person who [has acquired] ~~[will acquire]~~ the shares is:

† delete as
appropriate

Speyworth Limited whose registered office is at
Madeley House, 8 Packhorse Road, Gerrards Cross, Bucks.

The principal terms on which the assistance will be given are:

The loan of £635,000 will be by way of loan repayable
upon demand free of interest.

The amount of cash to be transferred to the person assisted is £ 635,000

The value of any asset to be transferred to the person assisted is £ ~

The date on which the assistance is to be given is 25th September 19 86

Please do not
write
in
this
margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* delete either (a) or
(b) as appropriate

~~W~~/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

~~W~~/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

(b)[It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)

~~W~~/And ~~W~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 8 Packhouse Road,
Greenards Cross in the
County of Birmingham
the Twenty Third day of September
one thousand nine hundred and Eighty-Six

before me M. F. Fuller
A Commissioner for Oaths or Notary Public or Justice of the
Peace or a Solicitor having the powers conferred on a
Commissioner for Oaths.

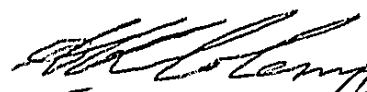
MARION FRANCES FULLER
Solicitor duly authorised.

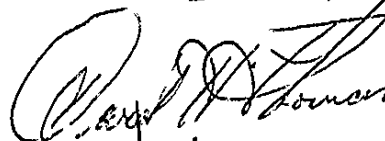
NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

Declarants to sign below









Touche Ross & Co.
Hill House
1 Little New Street
London EC4A 3TR
Telephone: National 01 444 8011
International +44 1 353 8011
Telex: 884739 TRLNDN G
Telecopier (Gp. 3): 01 583 8517

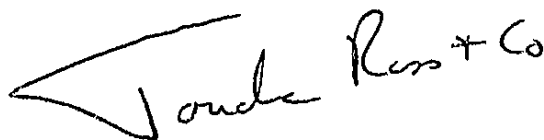
 **Touche Ross**

Chartered Accountants

Report of the Auditors to
the Directors of Re Chem International Limited
under S 156(4) of the Companies Act 1985

We have inquired into the company's state of affairs as at 31 August 1986.

We are not aware of anything to indicate that the opinion expressed by the directors in Part 2 of the attached declaration is unreasonable in all the circumstances.



Chartered Accountants

23 September 1986



Aberdeen, Birmingham, Bracknell, Bristol, Cardiff, Chepstow, Crawley, Dartford, Edinburgh,
Glasgow, Leeds, Leicester, Liverpool, London, Luttworth, Manchester, Newcastle upon Tyne,
Newport, Plymouth, Swansea, and Wolverhampton

Principal place of business at which a list of partners' names is available.
Hill House, 1 Little New Street, London EC4A 3TR

Touche Ross International

JBT-DOC-E-007-ar-17-05.88

Company no: 934787

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

RESOLUTION OF

RECHEM INTERNATIONAL LIMITED

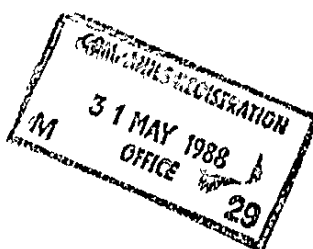
(passed 17th May 1988)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 2 Moorfields, London EC2P 2HT on 17th May 1988 the following resolution was passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT, subject to and conditional upon the admission of the whole of the Ordinary Share capital of Rechem Environmental Services PLC ("RES"), issued and to be issued pursuant to the proposed placing by Lazard Brothers & Co., Limited ("Lazard Brothers") of 5,661,600 Ordinary Shares of 2p each of RES, to the Official List of The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited ("Admission") becoming effective by not later than 3rd June, 1988, and upon the Placing Agreement to be dated 18th May, 1988 made between RES, Lazard Brothers, the Directors of RES and certain others ("the Placing Agreement") becoming wholly unconditional and not being terminated in accordance with its terms prior to Admission, the Company adopt new Articles of Association in the form of the document produced to the meeting and initialled for the purpose of identification by the Chairman in substitution for and to the exclusion of the existing Articles of Association.


Chairman



C 0 N O 8 4 / 1 / 1 1 7 1

No. 934787



COMPANIES ACT 1985

SPECIAL RESOLUTION

-of-

Re-Chem International Limited

Pursuant to Section 380 of the Companies Act 1985

Passed 13th April 1988.

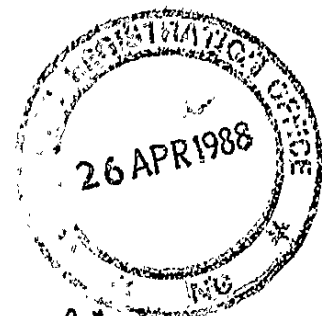
At an Extraordinary General Meeting of the members of the above Company duly convened and held at Madeley House, 8 Packhorse Road, Gerrards Cross, Buckinghamshire on the 13th day of April 1988 the following Special Resolution was passed:-

That the name of the Company be changed to "Rechem International Limited".

certified as a true copy of the resolution

Signed.....*P. Kaye*.....
P. Kaye, Secretary

Dated.....*13th April 1988*.....



*BB
001874
EUO.*

26 APR 1988

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 934787

I hereby certify that

RE-CHEM INTERNATIONAL LIMITED

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

RECHEM INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 28 APRIL 1988

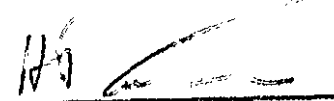
Mrs. M. Moss
MRS. M. MOSS

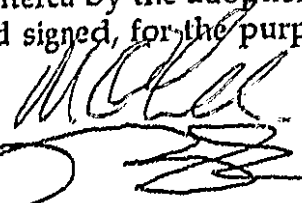
an authorised officer

COMPANIES ACT 1948 TO 1967
PRIVATE COMPANY LIMITED BY SHARES
RECHEM INTERNATIONAL LIMITED

(Registered No 934787)

WE, being all the Members of Rechem International Limited ("the Company"), hereby RESOLVE (1) that the Memorandum of Association of the Company be amended by the deletion of the existing Clause 3 and the adoption of a new Clause 3 in the form set out in the Schedule annexed hereto which, for the purposes of identification, has been signed by us and (2) that the Articles of Association of the Company be altered by the adoption of the new Articles of Association annexed hereto and signed, for the purposes of identification, by us.


Rechem Environmental Services PLC
Limited


H. C. Lee
R. C. Biffa

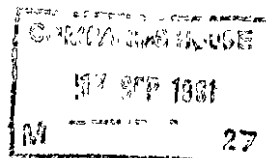
Dated: 10 September 1991

Dated: 5 September 1991

WE, Messrs Moores Rowland as auditors of the Company, hereby give notice in terms of Section 381B(3) of the Companies Act 1985 (as amended) that the written resolution of members set out above does not concern us as auditors of the Company.

Moores Rowland

Dated: 12 September 1991



RECHEM INTERNATIONAL LIMITED

for RECHEM
ENVIRONMENTAL
SERVICES LIMITED

(Registered No. 934787)

SCHEDULE

NEW CLAUSE 3 OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

3. The objects for which the Company is established are:-

- (1) (a) To carry on the business of waste disposal contractors in all their branches in the United Kingdom and elsewhere including the collection, transportation, handling, treatment and/or disposal of domestic, commercial, industrial, agricultural and/or other waste and/or scrap.
- (b) To purchase, rent, lease, occupy, hire, construct, erect, maintain, reclaim, restore and develop any lands, quarries, clay pits, buildings, transfer stations, and plant and machinery in connection with the collection, transportation, handling, treatment and disposal of waste or scrap.
- (c) To construct, erect, lay down, enlarge, alter and maintain any roads, railways, sidings, bridges, buildings, tanks, drains, pipes, culverts, channels and plant and machinery, sewage and other works or things necessary or convenient for the Company's business.
- (d) To carry on the business of carriers and haulage contractors by all means of transport by land, sea, rail and inland waterway and to operate, work, repair, maintain, equip and to



construct, purchase, sell, hire or lease lorries, trucks, engines, rolling stock, ships or any other vehicles appropriate for the carriage of passengers, goods, waste or scrap.

- (e) To manufacture, purchase, sell, deal in, or otherwise dispose of manures, chemicals, oils, vegetables, and other substances, materials and things that may be dealt with in connection with the collection, transportation, handling, treatment and disposal of waste.
- (f) To collect, prepare for market, distribute, import and export landfill gas and gases of all kinds and to utilise and develop for sale or use landfill gas and other sources of energy generally.
- (g) To carry on all or any of the trades or businesses of builders and building contractors, civil and constructional engineers, public works contractors, quarry owners, quarriers, brick manufacturers, plumbers, excavators, colliery proprietors, contractors for mining, road making, drainage, site levelling, embankment building and for the erection of dams and culverts and all other civil engineering operations and equipment and services for and in connection with all aspects of the construction and contracting industry.
- (h) To acquire lands, mines, metals and minerals of any sort, and mining and quarrying and other similar rights and to work any mines or pits and to search for, bore for, work, win, and get any of the substances before mentioned or referred to, and to exercise any quarrying, mining, or similar rights acquired or to be acquired by the Company, and to manufacture or treat or subject to any process or processes any of the said substances, and to let or sub-let on lease or otherwise, sell, deal in, and dispose of or otherwise turn to profit any of the said lands, mines, metals, minerals, aggregates or

other substances or the products thereof either belonging to the Company or any other Company or persons, and generally to carry on the business of land owners, mineral owners, royalty owners, miners and wholesalers, retailers, hirers, manufacturers and providers of, and dealers in, any or all of the metals, minerals, and other substances before referred to, and for any of these purposes to act as agents or licensees upon commission or otherwise.

- (i) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by constructing, reconstructing, altering, repairing, improving, decorating, furnishing and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not.
- (j) To carry on the business of advisers in relation to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to research into and advise upon the means and methods for extending, developing and improving

all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

- (2) To purchase, take on lease or in exchange, hire or otherwise acquire and hold heritable or moveable, real or personal property of every description and wherever situate and any option, interest, licence, servitude, easement, right or privilege in or over such property which the Company or its Directors may think necessary or convenient for the purposes of its business or for investment or for the furtherance of its objects, and in particular but not limited to any land, buildings, apparatus, machinery, plant and stock-in-trade; and also to sell, feu, lease, let, exchange, surrender, mortgage, charge or otherwise dispose of or deal with or to occupy, factor, maintain, manage, control, work, alter, extend, equip, improve, exploit, develop, replace or turn to account in any manner or way any such property or to grant any option, interest, licence, servitude, easement, right or privilege in or over any such property.
- (3) To promote, establish, develop and carry on any other business or activity whatsoever and to do anything of any nature which in the opinion of the Company or its Directors is or may be capable of being conveniently carried on or done in connection with any business of the Company hereinbefore or hereinafter authorised, whether ejusdem generis therewith or not, or calculated as likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property, rights or assets or utilising its know-how or expertise or otherwise advancing the interests of the Company or of its members.
- (4) To purchase or acquire by exchange, subscription, application, promotion or otherwise and to hold and deal with in any manner or

way any of the property following:-

- (a) all or any part of the undertaking, property, business or assets of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property which in the opinion of the Company or its Directors is suitable for any of the purposes of the Company; or any interest in any partnership or joint venture or joint-purse arrangement or other arrangement regarding the sharing of profits or any union of interests with any such person, firm or company, and, as part of the consideration for any such acquisition, to undertake all or any of the transactions or liabilities of any person, firm or company, and to give or accept by way of consideration, for any of such acts or things or for any such undertaking, property, business, assets or interests acquired, any shares, stock, debentures, debenture stock or other securities which the Company has power to issue or partly in more than one of or in all of such modes and to acquire, hold, retain, sell, dispose of, charge, mortgage and deal with any shares, stock, debentures, debenture stock or other securities received;
- (b) the whole or any part of the shares, stock, debentures, debenture stock and other securities, units, participations or interests in or of any corporations, companies, associations, undertakings, or firms for the time being engaged, concerned or interested in any industry, trade or business of a type similar to any or all of those which the Company is empowered by this Memorandum of Association to carry on or which can conveniently be carried on in connection with any such business, trade or industry as aforesaid or the acquisition of which may seem to the Company or its Directors

calculated directly or indirectly to benefit the Company or the interests of its members and to promote the beneficial co-operation of any such companies, associations or firms as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;

(c) plant, machinery, and moveable, personal, heritable and real property of all kinds; and

(d) patents, patent rights or inventions, know-how, copyrights, designs, trade marks or secret processes, including without prejudice to the generality of the foregoing to register, promote and advertise the same.

(5) To perform or do all or any of the following operations, acts or things:-

(a) to enter into any arrangement with any government or authority, supreme, municipal, local or otherwise which may seem to the Company or its Directors conducive to the attainment of the Company's objects or any of them and to apply for, promote and obtain any legislation, order, charter, privilege, concession, licence, right, franchise or authorisation from any such government or authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which the Company or its Directors consider may be likely directly or indirectly to further the objects of the Company or the interests of its members, and to carry out, exercise and comply with the same and to oppose any proceedings or applications or the like which the Company or its Directors consider may be directly or indirectly

- prejudicial to the interests of the Company or its members;
- (b) to apply for, take out, obtain, purchase and otherwise acquire any grants, licences, concessions and the like conferring any exclusive or absolute or non-exclusive or limited right to use, or any secret processes or other information regarding, any invention or discovery which may seem to the Company or its Directors capable of being used for any of the purposes of the Company or the acquisition of which may seem likely to the Company or its Directors directly or indirectly to benefit the Company or its members and to carry on research and to acquire, use, maintain, exercise, develop, manufacture under, sell or otherwise dispose of, deal with or turn to account any such licences, concessions and the like and other information aforesaid;
 - (c) to lend and advance money, to place money on current account or deposit and to grant or provide credit and financial accommodation to any person, firm or company, including, without limitation, any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company;
 - (d) to receive from any person, firm or company, including shareholders and Directors of the Company, money or securities, on deposit or loan, at interest or for safe custody or otherwise;
 - (e) to borrow and raise money with or without security and, for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any building society and to accept money on deposit and to secure or

discharge any debt or obligation of or binding on the Company in such manner as may be thought fit by the Company or its Directors and, in particular, by the granting or creating or the permitting to subsist of any heritable securities or other fixed securities or assignments in security or assignments or other conveyances or mortgages or pledges of or charges over or any set-off against or lien or hypothec upon the undertaking of the Company and all or any of its heritable and moveable, real and personal property, (present and future) or by the granting or creating or the permitting to subsist of any mortgage, pledge or charge over all or any of the uncalled capital for the time being of the Company or by the creation and issue, at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, of bonds, debentures, debenture stock, perpetual, redeemable or repayable or otherwise or of other obligations or securities of the Company of any description;

- (1) to enter into any guarantee, contract of indemnity or suretyship and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a heritable security or other fixed security or assignment in security or assignment or other conveyance or mortgage or pledge of or charge over or set-off against or lien upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of any obligation, contract or liability or loss or cost or expense or the payment of any debt or sum including the principal amount there-

of or any dividend, interest or premium on any stock, debenture, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company in business;

- (g) to accept, draw, issue, make, create, execute, discount, endorse, negotiate, and to buy, sell and deal in bank drafts, bills of exchange, promissory notes, debentures, bills of lading and other instruments and securities, whether negotiable, transferable or otherwise;
- (h) to enter into any partnership or any joint venture or any joint-purse arrangement or any profit-sharing arrangement and to co-operate or participate in any way with, and to assist or subsidise, any company, firm or person;
- (i) to establish, promote, organise, incorporate, reorganise, finance and to aid and assist, financially or otherwise, companies, corporations, syndicates, partnerships and associations of all kinds;
- (j) 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 to the Company or its Directors 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;

- (k) to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;
- (l) to carry on the business of a holding company and to establish or promote any company or companies for the purpose of taking over, acquiring or working any of the property, rights and liabilities of the Company, or for the purpose of carrying on any business which the Company is authorised to carry on, or for any other purpose which may seem to the Company or its Directors directly or indirectly calculated to benefit or to advance the objects or interests of the Company or the interests of its members, with power to assist such company or companies in every way, but especially by taking shares, stocks and securities thereof, providing capital and paying preliminary expenses;
- (m) to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business to the business of the Company or in any other industry ancillary thereto or which can in the opinion of the Company or its Directors conveniently be carried on in connection therewith and to invest money of the Company in any investments and to carry on the business of a property company;
- (n) to act as directors, secretaries, managers, registrars or transfer agents or to appoint directors, secretaries, managers, registrars or transfer agents of any subsidiary company or of any company in which the Company is or may be interested or of any other company and to take part in the management, supervision and control of the business or opera-

tions of any company or undertaking, and for that purpose to appoint and remunerate any directors, managers, trustees, solicitors, accountants, actuaries, architects, valuers, surveyors or other experts or agents;

- (o) to pay all the expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company, and any other company promoted by the Company or any company in which the Company is or may contemplate being interested including in such expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company; and to procure the registration, recognition or incorporation of the Company in or under the laws of any place outside Scotland;
- (p) to issue and allot, credited as paid up in full or in part or otherwise, shares, debentures or other securities of the Company for cash or in payment or part payment for any heritable or moveable, real or personal property purchased or otherwise acquired by the Company or for any services rendered to the Company or in satisfaction of any obligation or liability undertaken or agreed to be undertaken by the Company or for any other purpose;
- (q) to give or pay any remuneration, brokerage, discount or other compensation or reward or expenses for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any shares or debentures or other securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the

business of company, fund or trust promoters or managers, and of underwriters or dealers in securities and to act as trustees of any kind for any person, firm or company and to undertake and execute any trust;

- (r) to sell, exchange, transfer, let on rent, share of profit, royalty or otherwise, grant licences, servitudes, easements, options and other rights over and in any other manner deal with, turn to account, or dispose of all or any part of the undertaking, property and assets (present and future) of the Company whether heritable or moveable, real or personal, either together or in portions, for any such consideration as may be thought fit by the Company or its Directors and in particular (without prejudice to the generality of the foregoing) for any shares, stock, debentures, debenture stock or other securities, whether fully or partly paid up, of any other company or partly in more than one of or in all of such modes of payment and to hold, retain, sell, dispose of, charge, mortgage and deal with any shares, stock, debentures, debenture stock or other securities received;
- (s) to establish, maintain, participate in and contribute to or to procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of the predecessors of the Company in business or of any such

other company as aforesaid or of the relations, wives, widows, families, connections or dependants of any such persons and for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and for the benefit of their relations, connections or dependants or any of them and to grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any of such persons as aforesaid; and to establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or its members; and to make payments for or towards the insurance of any such persons as aforesaid;

- (t) (subject to the provisions of Sections 151 to 158 of the Companies Act, 1985) to establish and contribute to any employees' share scheme (within the meaning of Section 743 of the Companies Act 1985) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and to lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company; to establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company; to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them; and to form or subscribe to any association,

institution or fund for the protection of the interests of owners or employers by insurance against loss caused by bad debts, strikes, fire, accidents, war risks or otherwise;

- (u) to pay, subscribe or guarantee money to or for any purpose which the Company or its Directors consider may be likely, directly or indirectly, to further the interests of the Company or of its members or for any charitable, benevolent, national, educational, social, public, general or useful object or for any exhibition;
- (v) to cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory;
- (w) to distribute among the members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any property or assets of the Company or any proceeds of sale or disposal thereof, and in particular shares, debentures or other securities of other companies belonging to the Company, or of which the Company may have the power to dispose, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (x) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, nominees, trustees or otherwise and either by or through agents, contractors, nominees, trustees, subsidiary companies or otherwise and either alone or in conjunction with others;
- (y) to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them;

And it is hereby declared that, for the purposes of this clause, (A) "company" except where used in reference to the Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, (B) "person" shall include any person acting in any capacity whatsoever and any company, corporation, association, syndicate or society as well as any other legal or natural person, (C) "subsidiary" and "holding company" shall be construed in accordance with Section 736 of the Companies Act, 1985 (as amended), (D) "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, (E) "and" and "or" shall mean "and/or" where the context so permits, (F) "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible, (G) reference to any Act of Parliament shall be deemed to include any statutory amendment or modification thereof, and (H) the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

THE COMPANIES ACTS 1948 TO 1967

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RECHEM INTERNATIONAL LIMITED

Registered No. 934787

Incorporated in England and Wales the 2nd day of July 1968.

DICKSON MINTO W.S.,
11 Walker Street,
EDINBURGH EH3 7NE



PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RECHEM INTERNATIONAL LIMITED

CONSTITUTION

1. The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 (as amended and from time to time in force) (hereinafter referred to as "the Act") in accordance with and subject to the provisions of the Act and of the Memorandum of Association of the Company and of the Regulations contained in Table A, set out in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 (hereinafter referred to as "Table A") with the exception of Regulations 2, 3, 5, 23, 24, 40, 41, 53, 64 to 69 (inclusive), 73 to 87 (inclusive), 89, 93 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth.

SHARE CAPITAL

2. The share capital of the Company is £934,830 divided into 934,830 ordinary shares of £1 each.
3. (A) Any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
(B) Subject to the provisions of the Act and of every other statute for the time being in force concerning companies and affecting the Company and to any direction to the contrary that may be given by ordinary resolution of the Company, all the unissued shares (including any redeemable shares) of the Company (whether forming part of the existing or any increased capital) shall be at the disposal of the Directors, who may offer, allot, issue, grant

for RECHEM
ENVIRONMENTAL
SERVICES LTD

options or rights over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions and with such preferred, deferred or other special rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Directors may determine, but so that no shares shall be issued at a discount.

4. The Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. The Company shall however be entitled to register trustees as such in respect of any shares.

THE SEAL

5. In Regulation 1 of Table A the words "the common seal of the Company" shall be omitted and the words "any seal for the time being adopted by the Company as its common seal" shall be inserted after the words "'the seal" means".

LIEN

6. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

CALLS ON SHARES

7. In Regulation 12 of Table A the words "save in the case of a call deemed to have been made in terms of Regulation 16 which call shall be irrevocable." shall be inserted after the words "postponed in whole or

in part".

FORFEITURE OF SHARES

8. In Regulation 15 of Table A the words "and all expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the word "Act" and after the words "payment of the interest".
9. In Regulation 18 of Table A the words "and expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the words "may have accrued".

TRANSFER OF SHARES

10. (A) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
(B) Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares in writing in any usual or common form or in any other form which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee and the transferor shall remain the holder of the shares and as such a member of the Company until the name of the transferee is entered in the Register of Members in respect thereof.

GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person or by proxy or, if corporations, by representatives duly authorised shall be a quorum.
12. If a quorum is not present within half an hour of the time appointed for a general meeting the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned

to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

13. Subject to the provisions of the Act, 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 or representatives, 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 duly appointed attorneys or representatives and the signature in the case of a corporate body which is a member shall be sufficient if made by a director or the secretary thereof or by its duly appointed attorneys or representatives.
14. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, if a corporation, by any representative duly authorized and entitled to vote. Regulation 46 of Table A shall be construed accordingly.
15. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Registered Office of the Company three clear days prior to such meeting.
16. A notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulation 112 of Table A shall be construed accordingly.

DIRECTORS

17. Unless and until otherwise determined by ordinary resolution of the

Company, the minimum number of Directors shall be two and there shall be no maximum number.

18. A Director shall not be required to hold shares of the Company in order to qualify for office as a Director, but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company or of any class of members of the Company,
19. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract or arrangement with the Company 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 as aforesaid a Director may vote in respect of any contract or proposed contract or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract or arrangement shall come before the Directors for consideration and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. For the purposes of this Article:-
 - (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
20. The Directors may dispense with the keeping of attendance records for meetings of the Directors or committees of the Directors. Regulation 100 of Table A shall be modified accordingly.
21. The office of a Director shall be vacated:-

- (a) if he becomes bankrupt or suspends payment of or compounds with his creditors;
 - (b) if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapax;
 - (c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;
 - (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of the Act or any statutory modification or re-enactment thereof;
 - (e) if he is removed from office by notice in writing signed by all his Co-Directors and served upon him;
 - (f) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.
22. The Directors shall have power at any time, and from time to time to appoint any person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors.
23. The ordinary remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for such proportion of remuneration as relates to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may properly incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings of the Company or any class of members of the Company or otherwise in or about the business

of the Company. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside his ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

24. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Deputy or Assistant Managing Director, Manager or any other salaried office) for such period and on such terms and conditions as they shall think fit, and subject to the terms and conditions of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms and conditions of any such agreement the appointment of any Director as aforesaid shall be ipso facto determined if he ceases from any cause to be a Director. Regulation 72 of Table A shall extend to the posts of Deputy or Assistant Managing Director or Manager aforesaid.
25. A Managing Director, Deputy or Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.
26. The Directors on behalf of the Company and without the approval of any resolution of the Company may establish, maintain, participate in and contribute to, or procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the

Company or another subsidiary of a holding company of the Company (as defined in Section 736 of the Act) or otherwise associated with the Company or of the predecessors of the Company in business or of any such other company as aforesaid, or for the benefit of the relations, wives, widows, families, connections or dependants of any such persons or for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and their relations, connections or dependants, and the Directors on behalf of the Company and without the approval of any resolution of the Company may grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any of such persons as aforesaid; and the Directors on behalf of the Company and without the approval of any resolution of the Company may establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of such persons as aforesaid or otherwise for the advancement of the interests and well-being of the Company or of any such other company as aforesaid or its members; and the Directors on behalf of the Company and without the approval of any resolution of the Company may make payments for or towards the insurance of any of such persons as aforesaid. Any such Director or ex-Director may participate in and retain for his own benefit any such donation, gratuity, pension, allowance, payment or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

27. The Directors on behalf of the Company and without the approval of any resolution of the Company (but subject to the provisions of Sections 151 to 158 of the Act) may establish and contribute to any employees' share scheme (within the meaning of Section 743 of the Act) for the purchase or subscription by trustees of shares of the Company or of a

holding company of the Company and may lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company; and may establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company; and may formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them. Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

28. The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded.
29. A resolution in writing signed by all the Directors for the time being in the United Kingdom 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.

BORROWING AND OTHER POWERS

30. The Directors may exercise all the powers of the Company without limit as to amount to borrow and raise money and to accept money on deposit and to grant any security, mortgage, charge or discharge as they may consider fit for any debt or obligation of the Company or which is binding on the Company in any manner or way in which the Company is empowered so to grant and similarly as they may consider fit to enter into any guarantee, contract of indemnity or suretyship in any manner or way in which the Company is empowered so to enter into.

ALTERNATE DIRECTORS

31. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. If such alternate Director is not another Director, such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.
- (B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any general meeting at which the Director is re-elected being for such purpose disregarded).
- (C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability, an alternate Director's signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). An alternate Director shall not (save as aforesaid) have power to act as a Director or be deemed to be a Director for the purposes of these Articles.
- (D) An alternate Director may be repaid expenses and shall be entitled

to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

32. Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution or discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which the charge is found not proven or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

OVER-RIDING PROVISIONS

33. In the event that any person alone or jointly with any other person, (hereinafter called "the Parent") shall be the holder of not less than 90 per cent in nominal value of the issued shares of the Company as confers the right for the time being to attend and vote at general meetings of the Company, the following provisions (but without prejudice to the provisions of Sections 303 and 304 of the Act) shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-
- (a) the Parent may at any time and from time to time appoint any

person to be a Director or remove from office any Director howsoever appointed;

- (b) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or in the case of a company on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

THE COMPANIES ACTS 1948 TO 1967

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

RECHEM INTERNATIONAL LIMITED

Registered No. 934787

Incorporated in England and Wales the 2nd day of July 1968.

DICKSON MINTO W.S.,
11 Walker Street,
EDINBURGH EH3 7NE



THE COMPANIES ACTS 1948 TO 1967

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

RECHEM INTERNATIONAL LIMITED

1. The name of the Company is "RECHEM INTERNATIONAL LIMITED".
(Incorporated under the name of Re-Chem Limited and changed to Re-Chem International Limited on 18th May 1971.)
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To carry on the business of waste disposal contractors in all their branches in the United Kingdom and elsewhere including the collection, transportation, handling, treatment and/or disposal of domestic, commercial, industrial, agricultural and/or other waste and/or scrap.
 - (b) To purchase, rent, lease, occupy, hire, construct, erect, maintain, reclaim, restore and develop any lands, quarries, clay pits, buildings, transfer stations, and plant and machinery in connection with the collection, transportation, handling, treatment and disposal of waste or scrap.
 - (c) To construct, erect, lay down, enlarge, alter and maintain any roads, railways, sidings, bridges, buildings, tanks, drains, pipes, culverts, channels and plant and machinery, sewage and other works or things necessary or convenient for the Company's business.
 - (d) To carry on the business of carriers and haulage contractors by all means of transport by land, sea, rail and inland waterway and to operate, work, repair, maintain, equip and to

- construct, purchase, sell, hire or lease lorries, trucks, engines, rolling stock, ships or any other vehicles appropriate for the carriage of passengers, goods, waste or scrap.
- (e) To manufacture, purchase, sell, deal in, or otherwise dispose of manures, chemicals, oils, vegetables, and other substances, materials and things that may be dealt with in connection with the collection, transportation, handling, treatment and disposal of waste.
- (f) To collect, prepare for market, distribute, import and export landfill gas and gases of all kinds and to utilise and develop for sale or use landfill gas and other sources of energy generally.
- (g) To carry on all or any of the trades or businesses of builders and building contractors, civil and constructional engineers, public works contractors, quarry owners, quarriers, brick manufacturers, plumbers, excavators, colliery proprietors, contractors for mining, road making, drainage, site levelling, embankment building and for the erection of dams and culverts and all other civil engineering operations and equipment and services for and in connection with all aspects of the construction and contracting industry.
- (h) To acquire lands, mines, metals and minerals of any sort, and mining and quarrying and other similar rights and to work any mines or pits and to search for, bore for, work, win, and get any of the substances before mentioned or referred to, and to exercise any quarrying, mining, or similar rights acquired or to be acquired by the Company, and to manufacture or treat or subject to any process or processes any of the said substances, and to let or sub-let on lease or otherwise, sell, deal in, and dispose of or otherwise turn to profit any of the said lands, mines, metals, minerals, aggregates or

- other substances or the products thereof either belonging to the Company or any other Company or persons, and generally to carry on the business of land owners, mineral owners, royalty owners, miners and wholesalers, retailers, hirers, manufacturers and providers of, and dealers in, any or all of the metals, minerals, and other substances before referred to, and for any of these purposes to act as agents or licensees upon commission or otherwise.
- (i) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by constructing, reconstructing, altering, repairing, improving, decorating, furnishing and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not.
- (j) To carry on the business of advisers in relation to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to research into and advise upon the means and methods for extending, developing and improving

all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

- (2) To purchase, take on lease or in exchange, hire or otherwise acquire and hold heritable or moveable, real or personal property of every description and wherever situate and any option, interest, licence, servitude, easement, right or privilege in or over such property which the Company or its Directors may think necessary or convenient for the purposes of its business or for investment or for the furtherance of its objects, and in particular but not limited to any land, buildings, apparatus, machinery, plant and stock-in-trade; and also to sell, feu, lease, let, exchange, surrender, mortgage, charge or otherwise dispose of or deal with or to occupy, factor, maintain, manage, control, work, alter, extend, equip, improve, exploit, develop, replace or turn to account in any manner or way any such property or to grant any option, interest, licence, servitude, easement, right or privilege in or over any such property.
- (3) To promote, establish, develop and carry on any other business or activity whatsoever and to do anything of any nature which in the opinion of the Company or its Directors is or may be capable of being conveniently carried on or done in connection with any business of the Company hereinbefore or hereinafter authorised, whether ejusdem generis therewith or not, or calculated as likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property, rights or assets or utilising its know-how or expertise or otherwise advancing the interests of the Company or of its members.
- (4) To purchase or acquire by exchange, subscription, application, promotion or otherwise and to hold and deal with in any manner or

way any of the property following:-

- (a) all or any part of the undertaking, property, business or assets of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property which in the opinion of the Company or its Directors is suitable for any of the purposes of the Company; or any interest in any partnership or joint venture or joint-purse arrangement or other arrangement regarding the sharing of profits or any union of interests with any such person, firm or company, and, as part of the consideration for any such acquisition, to undertake all or any of the transactions or liabilities of any person, firm or company, and to give or accept by way of consideration, for any of such acts or things or for any such undertaking, property, business, assets or interests acquired, any shares, stock, debentures, debenture stock or other securities which the Company has power to issue or partly in more than one of or in all of such modes and to acquire, hold, retain, sell, dispose of, charge, mortgage and deal with any shares, stock, debentures, debenture stock or other securities received;
- (b) the whole or any part of the shares, stock, debentures, debenture stock and other securities, units, participations or interests in or of any corporations, companies, associations, undertakings, or firms for the time being engaged, concerned or interested in any industry, trade or business of a type similar to any or all of those which the Company is empowered by this Memorandum of Association to carry on or which can conveniently be carried on in connection with any such business, trade or industry as aforesaid or the acquisition of which may seem to the Company or its Directors

calculated directly or indirectly to benefit the Company or the interests of its members and to promote the beneficial co-operation of any such companies, associations or firms as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;

(c) plant, machinery, and moveable, personal, heritable and real property of all kinds; and

(d) patents, patent rights or inventions, know-how, copyrights, designs, trade marks or secret processes, including without prejudice to the generality of the foregoing to register, promote and advertise the same.

(5) To perform or do all or of the following operations, acts or things:-

(a) to enter into any arrangement with any government or authority, supreme, municipal, local or otherwise which may seem to the Company or its Directors conducive to the attainment of the Company's objects or any of them and to apply for, promote and obtain any legislation, order, charter, privilege, concession, licence, right, franchise or authorisation from any such government or authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which the Company or its Directors consider may be likely directly or indirectly to further the objects of the Company or the interests of its members, and to carry out, exercise and comply with the same and to oppose any proceedings or applications or the like which the Company or its Directors consider may be directly or indirectly

- prejudicial to the interests of the Company or its members;
- (b) to apply for, take out, obtain, purchase and otherwise acquire any grants, licences, concessions and the like conferring any exclusive or absolute or non-exclusive or limited right to use, or any secret processes or other information regarding, any invention or discovery which may seem to the Company or its Directors capable of being used for any of the purposes of the Company or the acquisition of which may seem likely to the Company or its Directors directly or indirectly to benefit the Company or its members and to carry on research and to acquire, use, maintain, exercise, develop, manufacture under, sell or otherwise dispose of, deal with or turn to account any such licences, concessions and the like and other information aforesaid;
- (c) to lend and advance money, to place money on current account or deposit and to grant or provide credit and financial accommodation to any person, firm or company, including, without limitation, any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company;
- (d) to receive from any person, firm or company, including shareholders and Directors of the Company, money or securities, on deposit or loan, at interest or for safe custody or otherwise;
- (e) to borrow and raise money with or without security and, for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any building society and to accept money on deposit and to secure or

- discharge any debt or obligation of or binding on the Company in such manner as may be thought fit by the Company or its Directors and, in particular, by the granting or creating or the permitting to subsist of any heritable securities or other fixed securities or assignments in security or assignments or other conveyances or mortgages or pledges of or charges over or any set-off against or lien or hypothec upon the undertaking of the Company and all or any of its heritable and moveable, real and personal property, (present and future) or by the granting or creating or the permitting to subsist of any mortgage, pledge or charge over all or any of the uncalled capital for the time being of the Company or by the creation and issue, at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, of bonds, debentures, debenture stock, perpetual, redeemable or repayable or otherwise or of other obligations or securities of the Company of any description;
- (f) to enter into any guarantee, contract of indemnity or suretyship and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a heritable security or other fixed security or assignment in security or assignment or other conveyance or mortgage or pledge of or charge over or set-off against or lien upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of any obligation, contract or liability or loss or cost or expense or the payment of any debt or sum including the principal amount there-

- of or any dividend, interest or premium on any stock, debenture, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company in business;
- (g) to accept, draw, issue, make, create, execute, discount, endorse, negotiate, and to buy, sell and deal in bank drafts, bills of exchange, promissory notes, debentures, bills of lading and other instruments and securities, whether negotiable, transferable or otherwise;
- (h) to enter into any partnership or any joint venture or any joint-purse arrangement or any profit-sharing arrangement and to co-operate or participate in any way with, and to assist or subsidise, any company, firm or person;
- (i) to establish, promote, organise, incorporate, reorganise, finance and to aid and assist, financially or otherwise, companies, corporations, syndicates, partnerships and associations of all kinds;
- (j) 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 to the Company or its Directors 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;

- (k) to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;
- (l) to carry on the business of a holding company and to establish or promote any company or companies for the purpose of taking over, acquiring or working any of the property, rights and liabilities of the Company, or for the purpose of carrying on any business which the Company is authorised to carry on, or for any other purpose which may seem to the Company or its Directors directly or indirectly calculated to benefit or to advance the objects or interests of the Company or the interests of its members, with power to assist such company or companies in every way, but especially by taking shares, stocks and securities thereof, providing capital and paying preliminary expenses;
- (m) to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business to the business of the Company or in any other industry ancillary thereto or which can in the opinion of the Company or its Directors conveniently be carried on in connection therewith and to invest money of the Company in any investments and to carry on the business of a property company;
- (n) to act as directors, secretaries, managers, registrars or transfer agents or to appoint directors, secretaries, managers, registrars or transfer agents of any subsidiary company or of any company in which the Company is or may be interested or of any other company and to take part in the management, supervision and control of the business or opera-

- tions of any company or undertaking, and for that purpose to appoint and remunerate any directors, managers, trustees, solicitors, accountants, actuaries, architects, valuers, surveyors or other experts or agents;
- (o) to pay all the expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company, and any other company promoted by the Company or any company in which the Company is or may contemplate being interested including in such expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company; and to procure the registration, recognition or incorporation of the Company in or under the laws of any place outside Scotland;
- (p) to issue and allot, credited as paid up in full or in part or otherwise, shares, debentures or other securities of the Company for cash or in payment or part payment for any heritable or moveable, real or personal property purchased or otherwise acquired by the Company or for any services rendered to the Company or in satisfaction of any obligation or liability undertaken or agreed to be undertaken by the Company or for any other purpose;
- (q) to give or pay any remuneration, brokerage, discount or other compensation or reward or expenses for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any shares or debentures or other securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the

- business of company, fund or trust promoters or managers, and of underwriters or dealers in securities and to act as trustees of any kind for any person, firm or company and to undertake and execute any trust;
- (r) to sell, exchange, transfer, let on rent, share of profit, royalty or otherwise, grant licences, servitudes, easements, options and other rights over and in any other manner deal with, turn to account, or dispose of all or any part of the undertaking, property and assets (present and future) of the Company whether heritable or moveable, real or personal, either together or in portions, for any such consideration as may be thought fit by the Company or its Directors and in particular (without prejudice to the generality of the foregoing) for any shares, stock, debentures, debenture stock or other securities, whether fully or partly paid up, of any other company or partly in more than one of or in all of such modes of payment and to hold, retain, sell, dispose of, charge, mortgage and deal with any shares, stock, debentures, debenture stock or other securities received;
- (s) to establish, maintain, participate in and contribute to or to procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of the predecessors of the Company in business or of any such

- other company as aforesaid or of the relations, wives, widows, families, connections or dependants of any such persons and for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and for the benefit of their relations, connections or dependants or any of them and to grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any of such persons as aforesaid; and to establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or its members; and to make payments for or towards the insurance of any such persons as aforesaid;
- (t) (subject to the provisions of Sections 151 to 158 of the Companies Act, 1985) to establish and contribute to any employees' share scheme (within the meaning of Section 743 of the Companies Act 1985) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and to lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company; to establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company; to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them; and to form or subscribe to any association,

- institution or fund for the protection of the interests of owners or employers by insurance against loss caused by bad debts, strikes, fire, accidents, war risks or otherwise;
- (u) to pay, subscribe or guarantee money to or for any purpose which the Company or its Directors consider may be likely, directly or indirectly, to further the interests of the Company or of its members or for any charitable, benevolent, national, educational, social, public, general or useful object or for any exhibition;
- (v) to cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory;
- (w) to distribute among the members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any property or assets of the Company or any proceeds of sale or disposal thereof, and in particular shares, debentures or other securities of other companies belonging to the Company, or of which the Company may have the power to dispose, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (x) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, nominees, trustees or otherwise and either by or through agents, contractors, nominees, trustees, subsidiary companies or otherwise and either alone or in conjunction with others;
- (y) to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them;

And it is hereby declared that, for the purposes of this clause, (A) "company" except where used in reference to the Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, (B) "person" shall include any person acting in any capacity whatsoever and any company, corporation, association, syndicate or society as well as any other legal or natural person, (C) "subsidiary" and "holding company" shall be construed in accordance with Section 736 of the Companies Act, 1985 (as amended), (D) "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, (E) "and" and "or" shall mean "and/or" where the context so permits, (F) "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible, (G) reference to any Act of Parliament shall be deemed to include any statutory amendment or modification thereof, and (H) the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.
5. The Share Capital of the Company is £934,830 divided into 934,830 Ordinary Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this 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
ARTHUR KENNETH COLEMAN 53 Sandringham Avenue, Downend, Bristol Scientist	ONE
DAVID HENRY THOMAS 46 Lansdown Road, Gloucester, Gloucestershire Accountant	ONE
Total Shares taken TWO	

WITNESS to the signature of David Henry Thomas

A.S.W. Comley,
10 Eesbury Park,
Michinhampton
Stroud
Assistant to Sales Director

Dated this 19th day of June 1968

WITNESS to the signature of Arthur Kenneth Coleman

JOHN W. CLARK
16 Yeo Way,
Clevedon
Somerset
Chartered Accountant

Dated this 18th day of June 1968.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RECHEM INTERNATIONAL LIMITED

CONSTITUTION

1. The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 (as amended and from time to time in force) (hereinafter referred to as "the Act") in accordance with and subject to the provisions of the Act and of the Memorandum of Association of the Company and of the Regulations contained in Table A, set out in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 (hereinafter referred to as "Table A") with the exception of Regulations 2, 3, 5, 23, 24, 40, 41, 53, 64 to 69 (inclusive), 73 to 87 (inclusive), 89, 93 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth.

SHARE CAPITAL

2. The share capital of the Company is £934,830 divided into 934,830 ordinary shares of £1 each.
3. (A) Any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
(B) Subject to the provisions of the Act and of every other statute for the time being in force concerning companies and affecting the Company and to any direction to the contrary that may be given by ordinary resolution of the Company, all the unissued shares (including any redeemable shares) of the Company (whether forming part of the existing or any increased capital) shall be at the disposal of the Directors, who may offer, allot, issue, grant

options or rights over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions and with such preferred, deferred or other special rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Directors may determine, but so that no shares shall be issued at a discount.

4. The Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. The Company shall however be entitled to register trustees as such in respect of any shares.

THE SEAL

5. In Regulation 1 of Table A the words "the common seal of the Company" shall be omitted and the words "any seal for the time being adopted by the Company as its common seal" shall be inserted after the words "'the Seal" means".

LIEN

6. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

CALLS ON SHARES

7. In Regulation 12 of Table A the words "save in the case of a call deemed to have been made in terms of Regulation 16 which call shall be irrevocable." shall be inserted after the words "postponed in whole or

in part".

FORFEITURE OF SHARES

8. In Regulation 15 of Table A the words "and all expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the word "Act" and after the words "payment of the interest".
9. In Regulation 18 of Table A the words "and expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the words "may have accrued".

TRANSFER OF SHARES

10. (A) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- (B) Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares in writing in any usual or common form or in any other form which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee and the transferor shall remain the holder of the shares and as such a member of the Company until the name of the transferee is entered in the Register of Members in respect thereof.

GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person or by proxy or, if corporations, by representatives duly authorised shall be a quorum.
12. If a quorum is not present within half an hour of the time appointed for a general meeting the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned

to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

13. Subject to the provisions of the Act, 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 or representatives, 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 duly appointed attorneys or representatives and the signature in the case of a corporate body which is a member shall be sufficient if made by a director or the secretary thereof or by its duly appointed attorneys or representatives.
14. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, if a corporation, by any representative duly authorised and entitled to vote. Regulation 46 of Table A shall be construed accordingly.
15. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Registered Office of the Company three clear days prior to such meeting.
16. A notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulation 112 of Table A shall be construed accordingly.

DIRECTORS

17. Unless and until otherwise determined by ordinary resolution of the

Company, the minimum number of Directors shall be two and there shall be no maximum number.

18. A Director shall not be required to hold shares of the Company in order to qualify for office as a Director, but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company or of any class of members of the Company.
19. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract or arrangement with the Company 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 as aforesaid a Director may vote in respect of any contract or proposed contract or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract or arrangement shall come before the Directors for consideration and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. For the purposes of this Article:-

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

20. The Directors may dispense with the keeping of attendance records for meetings of the Directors or committees of the Directors. Regulation 100 of Table A shall be modified accordingly.

21. The office of a Director shall be vacated:-

Company, the minimum number of Directors shall be two and there shall be no maximum number.

18. A Director shall not be required to hold shares of the Company in order to qualify for office as a Director, but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company or of any class of members of the Company.
19. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract or arrangement with the Company 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 as aforesaid a Director may vote in respect of any contract or proposed contract or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract or arrangement shall come before the Directors for consideration and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. For the purposes of this Article:-
 - (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
20. The Directors may dispense with the keeping of attendance records for meetings of the Directors or committees of the Directors. Regulation 100 of Table A shall be modified accordingly.
21. The office of a Director shall be vacated:-

- (a) if he becomes bankrupt or suspends payment of or compounds with his creditors;
- (b) if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapax;
- (c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;
- (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of the Act or any statutory modification or re-enactment thereof;
- (e) if he is removed from office by notice in writing signed by all his Co-Directors and served upon him;
- (f) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

22. The Directors shall have power at any time, and from time to time to appoint any person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors.

23. The ordinary remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for such proportion of remuneration as relates to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may properly incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings of the Company or any class of members of the Company or otherwise in or about the business

of the Company. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside his ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

24. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Deputy or Assistant Managing Director, Manager or any other salaried office) for such period and on such terms and conditions as they shall think fit, and subject to the terms and conditions of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms and conditions of any such agreement the appointment of any Director as aforesaid shall be ipso facto determined if he ceases from any cause to be a Director. Regulation 72 of Table A shall extend to the posts of Deputy or Assistant Managing Director or Manager aforesaid.
25. A Managing Director, Deputy or Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.
26. The Directors on behalf of the Company and without the approval of any resolution of the Company may establish, maintain, participate in and contribute to, or procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the

Company or another subsidiary of a holding company of the Company (as defined in Section 736 of the Act) or otherwise associated with the Company or of the predecessors of the Company in business or of any such other company as aforesaid, or for the benefit of the relations, wives, widows, families, connections or dependants of any such persons or for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and their relations, connections or dependants, and the Directors on behalf of the Company and without the approval of any resolution of the Company may grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any of such persons as aforesaid; and the Directors on behalf of the Company and without the approval of any resolution of the Company may establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of such persons as aforesaid or otherwise for the advancement of the interests and well-being of the Company or of any such other company as aforesaid or its members; and the Directors on behalf of the Company and without the approval of any resolution of the Company may make payments for or towards the insurance of any of such persons as aforesaid. Any such Director or ex-Director may participate in and retain for his own benefit any such donation, gratuity, pension, allowance, payment or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

27. The Directors on behalf of the Company and without the approval of any resolution of the Company (but subject to the provisions of Sections 151 to 158 of the Act) may establish and contribute to any employees' share scheme (within the meaning of Section 743 of the Act) for the purchase or subscription by trustees of shares of the Company or of a

holding company of the Company and may lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company; and may establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company; and may formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them. Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

28. The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded.
29. A resolution in writing signed by all the Directors for the time being in the United Kingdom 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.

BORROWING AND OTHER POWERS

30. The Directors may exercise all the powers of the Company without limit as to amount to borrow and raise money and to accept money on deposit and to grant any security, mortgage, charge or discharge as they may consider fit for any debt or obligation of the Company or which is binding on the Company in any manner or way in which the Company is empowered so to grant and similarly as they may consider fit to enter into any guarantee, contract of indemnity or suretyship in any manner or way in which the Company is empowered so to enter into.

ALTERNATE DIRECTORS

31. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. If such alternate Director is not another Director, such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.
- (B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any general meeting at which the Director is re-elected being for such purpose disregarded).
- (C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability, an alternate Director's signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). An alternate Director shall not (save as aforesaid) have power to act as a Director or be deemed to be a Director for the purposes of these Articles.
- (D) An alternate Director may be repaid expenses and shall be entitled

to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

32. Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution or discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which the charge is found not proven or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

OVER-RIDING PROVISIONS

33. In the event that any person alone or jointly with any other person, (hereinafter called "the Parent") shall be the holder of not less than 90 per cent in nominal value of the issued shares of the Company as confers the right for the time being to attend and vote at general meetings of the Company, the following provisions (but without prejudice to the provisions of Sections 303 and 304 of the Act) shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-
- (a) the Parent may at any time and from time to time appoint any

person to be a Director or remove from office any Director howsoever appointed;

- (b) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or in the case of a company on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

THE COMPANIES ACTS 1949 TO 1967

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

RE-CHEM INTERNATIONAL LIMITED

Incorporated in England and Wales the 2nd
day of July 1968.

DICKSON MINTO W.S.,
11 Walker Street,
EDINBURGH EH3 7NE



R E C H E M
ENVIRONMENTAL SERVICES

Number of Company 934787

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY AND ELECTIVE
RESOLUTION
OF

RECHEM INTERNATIONAL LIMITED

Passed 22nd September 1992

At an Annual General Meeting of the above company, duly convened and held at Astor House, Station Road, Bourne End, Buckinghamshire on 22nd September 1992 the following resolution was passed as an ordinary and elective resolution.

RESOLUTION

- i) "That the Company elects to dispense with the obligation to appoint auditors annually pursuant to section 386 of the Companies Act 1985 (as amended)"; and
- ii) "That the Company elects to dispense with the obligation to lay accounts and reports before the Company in general meeting pursuant to section 252 of the Companies Act 1985 (as amended)"; and
- iii) "That the Company elects to dispense with the holding of annual general meetings pursuant to section 366A of the Companies Act 1985 (as amended)"; and
- iv) "That in terms of section 390A(1) of the Companies Act 1985 (as amended) the Directors be empowered to approve the remuneration of the auditors to the Company for each financial year that the election proposed in resolution (1) above remains in force".

CHAIRMAN
20.09.92



recycled paper

RECHEM INTERNATIONAL LIMITED

ASTOR HOUSE STATION ROAD BOURNE END, BUCKS SL8 5YP TELEPHONE BOURNE END (0628) 816011 TELEX 846079 FAX (0628) 819059

Registered Office: Astor House Station Road Bourne End Bucks SL8 5YP Registered in London 934787

Rechem is a Division of Shanks & McEwan Group PLC



Our ref: JMG/UHM/G

**Moores
Rowland**
Chartered Accountants

Allan House
25 Bothwell Street
Glasgow G2 6NL
Telephone 041-221 6991
Facsimile 041-221 2685

The Secretary
Rechem International Ltd
Astor House
Station Road
Bourne End
Buckinghamshire
SL8 5YP

934787

22 August 1994

Dear Sir

In accordance with Section 392 of the Companies Act 1985 we give you formal notice of resignation as auditors to the company with immediate effect.

Yours faithfully

Moores Rowland

MOORES ROWLAND



A member of
**Moores
Rowland**

A full list of partners' names is available
for inspection at the above address.
Authorised by the Institute of Chartered
Accountants in England and Wales to
carry on investment business.
Moores Rowland International is a
worldwide association of independent
member firms.

Our ref: JMG/UHM/G

**Moores
Rowland**
Chartered Accountants

Allan House
25 Bothwell Street
Glasgow G2 6NL
Telephone 041-221 6991
Facsimile 041-221 2685

The Secretary
Rechem International Ltd 934797
Astor House
Station Road
Bourne End
Buckinghamshire
SL8 5YP

22 August 1994

Dear Sir

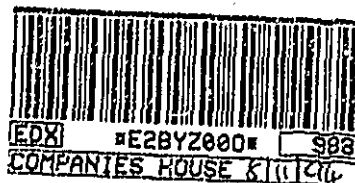
In accordance with Section 392 of the Companies Act 1985 we give you formal notice of resignation as auditors to the company with immediate effect.

Yours faithfully

Moores Rowland

MOORES ROWLAND

A member of
**Moores
Rowland**
INTERNATIONAL



A full list of partners' names is available for inspection at the above address.

Authorized by the Institute of Chartered Accountants in England and Wales to carry on Investment Business.

Moores Rowland International is a worldwide association of independent accounting firms.