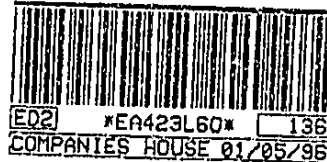


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Company Number:- 1052410

APOLLO CHEMICALS LIMITED

We, being all the holders of the entire issued share capital of the Company hereby pursuant to Article 13 of the Articles of Association of the Company RESOLVE that the Resolutions set out below be and they are hereby respectively passed as written Ordinary Resolutions and written Special Resolutions of the Company:-

ORDINARY RESOLUTIONS

1. That the authorised share capital of the company be and it is hereby increased from £15,000 to £15,071 by the creation of 71 'B' Shares of £1 each, such shares having attached to them respectively the rights set out in the Articles of Association of the Company as amended by the Special Resolution numbered 3 and set out below.
2. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot and dispose of and grant options over relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £15,071 provided that this authority shall expire on the date which falls five years after the date hereof save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. That the Articles of Association of the Company be amended by:-
 - (i) renumbering regulations 4 to 21 (inclusive) as 5 to 22 (inclusive) and

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- (ii) inserting after regulation 3 the following regulation to be numbered 4, namely:-

SHARES

"4(a) The Share capital of the Company is £15,071 divided into:-

(i) 15,000 Ordinary Shares of £1 each ("the Ordinary Shares"); and

(ii) 71 'B' Shares of £1 each ("the 'B' Shares)

which such shares shall, subject as herein provided, rank pari passu.

(b) The following are the rights attaching to each class of shares in the capital of the Company and limitations to which they are subject:-

(A) Income

Such distributable profits which the Company determines to distribute in respect of any financial year ("the Distributable Profits") shall be applied:-

- (i) first in paying to the holders of the Ordinary Shares in proportion to their respective shareholdings whichever shall be the lower of the Distributable Profits or the aggregate of a net cash dividend of £10,000,000 to the holders of the Ordinary Shares

- (ii) second in distributing the balance of such profits amongst the holders of the Ordinary Shares and the holders of the 'B' Shares pari passu as if the same constituted one class of shares.

(B) Voting and General Meetings

The 'B' Shares shall entitle the holders thereof to receive notice of all general meetings but shall not entitle the holders to attend and vote at any general meeting unless at the date of the notice or requisition to convene the meeting any dividend on the 'B' Shares is one month in arrear and has not been either wholly or temporarily waived in writing by the holders of all the 'B' Shares.

(C) Capital

On a return of assets on liquidation or otherwise, the assets of the Company remaining after payment of its liabilities shall be applied:-

- (i) first in paying to the holders of the Ordinary Shares the subscription price per share;
- (ii) second in paying to the holders of the 'B' Shares the subscription price per share;
- (iii) third the balance of such assets shall be distributed amongst the

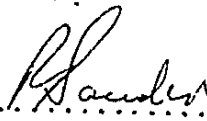
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holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively."


4. That the Directors of the Company be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by Ordinary Resolution 2 set out above as if sub-section 1 of Section 89 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £15,071 and shall expire on the date which falls one month after the date hereof save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Dated this 29 day of April 1996


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Duly authorised representative
for and on behalf of Apollo
Chemicals Holdings Limited

For and on behalf of
Stoorne Services
Limited


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Duly authorised representative
for and on behalf of Quadrangle
Nominees Limited

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TOTAL P.07