

1151578

number of company

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of

**compliance with the requirements
of the Companies Act 1948
on application for
registration of a company**

pursuant to section 15 (2) of the Companies Act 1948

I, Maria Pashali, (2)
of Jordan House, 47, Brunswick Place, London, N1 6EE

DO SOLEMNLY & SINCERELY DECLARE that I am :—

*a person NAMED IN THE ARTICLES of Association as a Secretary

of _____
_____ MAITZENA _____ 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 310 Muswell Hill Broadway,
London, N.10.

the 1st day of October 19 73

before me

A Commissioner for Oaths

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Jordan & Sons LimitedJordan House, 47 Brunswick Place,
London N1 6EE

Telephone: 01-253 3030 Telex: 261010

Presented by _____

Presenter's Reference _____



55505/14

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1151578/3

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

DEC-58200 5318

• NW 020.00

MEMORANDUM OF ASSOCIATION

OF

MAIZENA LIMITED ✓

1. The name of the Company is "MAIZENA 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 carry on all or any of the businesses of travel agents, and to organise, arrange and facilitate travelling, whether by air, rail, sea, road or otherwise, and to provide passengers, travellers and tourists with hotel and other services and conveniences of all kinds; to promote, establish and organise travel clubs; to organise holidays, trips, tours and the like, to carry on the businesses of proprietors of travel bureaux, theatre booking and ticket agencies of all kinds, air charter brokers and contractors, amusement caterers, theatrical and advertising contractors, haulage and transport contractors, railway, shipping and forwarding agents and contractors, universal providers, charterers, hirers, letters on hire of, plyers for hire with and manufacturers, repairers and merchants of, and dealers in aircraft, motor cars, coaches, cabs, vans and other vehicles, boats, yachts and vessels of all descriptions; importers and exporters, merchants of and dealers in foodstuffs, produce, goods, wares and merchandise of all kinds, tobaccoists and confectioners, newsagents, general caterers, laundry proprietors, hairdressers, jewellers, general merchants and traders; and to manufacture, buy, sell and deal in goods, wares, produce, merchandise and materials, articles and things of all kinds necessary or useful for carrying on the foregoing businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.



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(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

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(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) 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 may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

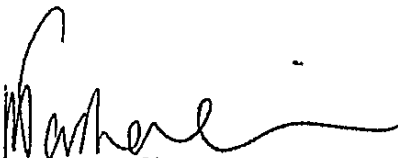

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.


5. The Share Capital of the Company is £100 divided into 100 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.
 Maria Pashali, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager ✓	One
 Patricia Martin, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager. ✓	One

Dated 31st Oct 19 73

Witness to the above signatures: -


Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

1151578/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF


MAIZENA


LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The First Secretary of the Company shall be Miss Maria Pashali.


Names, addresses and descriptions of Subscribers


Maria Pashali,
Jordan House,
47, Brunswick Place,
London. N1 6EE.
Commercial Manager. /


Patricia Martin,
Jordan House,
47, Brunswick Place,
London. N1 6EE.
Commercial Manager. /

Dated 31st Oct / 19 73 /

Witness to the above signatures: -


Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.



CERTIFICATE OF INCORPORATION

No 1151578

I hereby certify that

MAIZENA 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 14th December 1973

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

Company Number 1151578



THE COMPANIES ACTS 1948 -

Company Limited by Shares

SPECIAL RESOLUTION

of

MAIZENA LIMITED

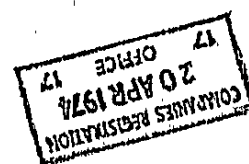
(Passed the 16th day of April 1974)

At an Extraordinary General Meeting of the Company duly convened and held at 21 Ely Place Holborn Circus London EC1 on the 16th day of April 1974 the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the name of the Company be changed to Microfine Minerals and Chemicals Limited.

.....*Philip B. B. B.*.....
CHAIRMAN





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1151578 / 9

I hereby certify that

MAIZERIA LIMITED

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

MICROFINE MINERALS AND CHEMICALS LIMITED

Given under my hand at London the

2nd May 1974

N. TAYLOR

Assistant Registrar of Companies



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Number of Company: 1151578 / 10

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

(Pursuant to Section 141 of the Companies Act 1948)

OF

MAIZENA LIMITED.

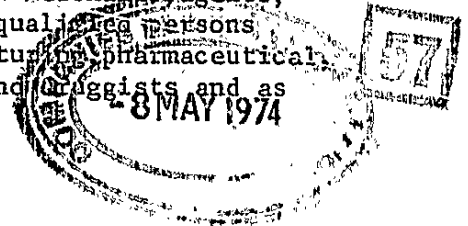
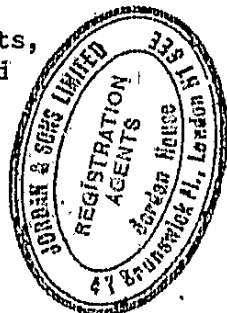
STILL PRIVATE
NOW: HICKPINE MINERALS & CHEMICALS LTD.
02/05/74

Passed on the 14th day of December, 1973.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Jordan House, 47, Brunswick Place, London, N1 6EE, on the 14th day of December, 1973, the following SPECIAL RESOLUTION was duly passed.

That the Memorandum of Association of the Company be modified by omitting sub-clause (a) of Clause 3 and by substituting the following sub-clause in lieu thereof namely:-

- (a) To carry on all or any of the businesses of manufacturers, designers, installers, servicers, distributors, hirers, letters on hire, and agents for the sale of, and dealers in chemicals and minerals, equipment, apparatus, accessories, goods, and requisites of every description, research chemists and technologists, oil and colourmen, chemical, electrical and general engineers, to own, operate, manage, maintain and fit up with all necessary instruments, equipment, fittings, furnishings and conveniences, laboratories and establishments of all kinds; manufacturers, processors, packers, distributors, suppliers, importers, exporters and merchants of, agents for, and dealers in chemicals, chemical substances and products, plastics, paints and surface coatings, soaps and disinfectants, detergents, bleaches and sterilizers, soap substitutes, cleaning agents and scouring substances of every description, and of, for, and in cosmetics, perfumes, hairdressing and toilet preparations and supplies of all kinds, general merchants, agents, factors and traders; and to employ properly qualified persons to act on the Company's own behalf as manufacturers, pharmaceutical analytical, advising and dispensing chemists and druggists and as



bacteriologists, virologists or otherwise in any manner in which any such persons might act if they were carrying on upon their own behalf any of the businesses of the Company; to carry out researches, investigations and experimental work of every description in relation to any materials, substances or subjects in connection with or calculated to benefit any of the businesses of the Company; and to buy, sell, manufacture, import, export, and deal in aerosols, bottles, containers, labels, wrappings and packaging materials and all substances, apparatus, articles and things capable of being used in any of the businesses aforesaid or which can be conveniently dealt with or are necessary in connection with such businesses, or are likely to be required by any of the customers of, or persons having dealings with the Company.



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No. of Company 1151578 / 13

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

MICROFINE MINERALS AND CHEMICALS LIMITED

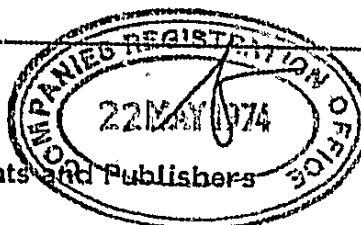
(Incorporated the 14th day of December, 1973)

21

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47, Brunswick Place, London. N1 6EE



CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 22.5.74

PP. JORDAN & SONS LIMITED

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

MICROFINE MINERALS AND CHEMICALS LIMITED

(As altered by Special Resolution passed on the 14th day of December 1973)

1.* The name of the Company is "MICROFINE MINERALS AND CHEMICALS 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 carry on all or any of the businesses of manufacturers, designers, installers, servicers, distributors, hirers, letters on hire, and agents for the sale of, and dealers in chemicals and minerals, equipment, apparatus, accessories, goods, and requisites of every description, research chemists and technologists, oil and colourmen, chemical, electrical and general engineers, to own, operate, manage, maintain and fit up with all necessary instruments, equipment, fittings, furnishings and conveniences, laboratories and establishments of all kinds; manufacturers, processors, packers, distributors, suppliers, importers, exporters and merchants of, agents for, and dealers in chemicals, chemical substances and products, plastics, paints and surface coatings, soaps and disinfectants, detergents, bleaches and sterilizers, soap substitutes, cleaning agents and scouring substances of every description, and of, for, and in cosmetics, perfumes, hairdressing and toilet preparations and supplies of all kinds, general merchants, agents, factors and traders; and to employ properly qualified persons to act on the Company's own behalf as manufacturing, pharmaceutical, analytical, advising and dispensing chemists and druggists and as bacteriologists, virologists or otherwise in any manner in which any such persons might act if they were carrying on upon their own behalf any of the businesses of the Company; to carry out researches, investigations and experimental work of every description in relation to any materials, substances or subjects in connection with or calculated to benefit any of the businesses of the Company; and to buy, sell, manufacture, import, export, and deal in aerosols, bottles, containers, labels, wrappings and packaging materials and all substances, apparatus, articles and things capable of being used in any of the businesses aforesaid or which can be conveniently dealt with or are necessary in connection with such businesses, or are likely to be required by any of the customers of, or persons having dealings with the Company.

* The name of the Company was, on the 2nd day of May 1974 changed from "MAIZENA LIMITED".

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) 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 may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited. /

5. The Share Capital of the Company is £100 divided into 100 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
Maria Pashali, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager.	One
Patricia Martin, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager.	One

Dated this 31st day of October, 1973

Witness to the above signatures: - Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

MICROFINE MINERALS AND CHEMICALS LIMITED DATED

p.p. JORDAN & SONS LIMITED

CERTIFICATION

WE HEREBY CERTIFY that this print
incorporates all alterations made to
this Company's Articles of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Communities Act 1972.

1. The regulations contained or incorporated in Part II
of Table A in the First Schedule to The Companies Act,
1948, shall apply to the Company save that the proviso
to Clause 79 in Part I of the said Table A shall not apply
to the Company.

2. The first Secretary of the Company shall be Miss
Maria Pashali.

Names, addresses and descriptions of Subscribers

Maria Pashali,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Commercial Manager.

Patricia Martin,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Commercial Manager.

Dated this 31st day of October, 1973

Witness to the above signatures: - Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Company Number 1151578 /14

THE COMPANIES ACTS 1948 - 1967

Company Limited by Shares

ORDINARY RESOLUTION

- of -

MICROFINE MINERALS and CHEMICALS LTD.


(Passed the 13th day of May 1974).

At an Extraordinary General Meeting of the Company duly convened and held at Berkshire House, 168 High Holborn London W.C.1.

on the 13th day of May 1974 the following Resolution was duly passed as an Ordinary Resolution of the Company:

ORDINARY RESOLUTION

THAT the capital of the Company be increased to £10,000 by the creation of 9,900 Ordinary Shares of £1.00 each which shall rank pari passu with the existing shares.

..........

CHAIRMAN.

No. of Company.....1151578...../15

THE COMPANIES ACTS 1948 to 1967**Notice and Statement* of Increase in Nominal Capital**

* DELETE " and Statement " in cases where a SEPARATE statement is necessary; see overleaf for notes.

To THE REGISTRAR OF COMPANIES

Microfine Minerals and Chemicals

Insert name of Company.

† State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an ordinary Resolution of the Company dated the 13th day of May 1974 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 9,900.00 beyond the registered capital of £ 100.00

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
9,900	ordinary	£1.00

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 new shares rank pari passu with the existing shares

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.

Signature

State whether Director or Secretary

Director

Dated the 30th day of May 1974

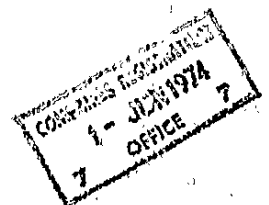
Presented by

Presentor's Reference PME

Franks, Charlesley & Co.,

21, Ely Place, Holborn Circus,

London, EC1N 6TE



COMPANY NUMBER 1151578

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MICROFINE MINERALS AND CHEMICALS LIMITED

Passed the 11th day of June 1974

At an Extraordinary General Meeting of the Company
duly convened and held at Berkshire House, 168 High
Holborn, London W.C.1 on the 11th day of June 1974

the following Resolution was duly passed as a Special
Resolution of the Company, viz:

SPECIAL RESOLUTION

That the regulations contained in the document
submitted to this Meeting and for the purpose of
identification signed by the Chairman hereof be
approved and adopted as the Articles of Association
of the Company in substitution for and to the
exclusion of all existing Articles thereof.


Chairman



*We hereby certify
this to be a true
copy of the
original
Franklin Charles & Co*

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MICROFINE MINERALS AND CHEMICALS LIMITED

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 84(2), 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £10,000 / divided into 10,000 shares of £1 each.
3. The authorised Share Capital of the Company shall be increased only by Special Resolution of the Company and Clause 44 of Table A Part I shall be varied accordingly.
4. No transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the Board of Directors who may without assigning any reason decline to give such sanction.
5. Subject to the provisions of any Agreement

binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the Resolution of the Company creating the same, the shares of the Company whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such persons and on such terms as the Directors think fit.

6. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS

7. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of monies so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

8. In any notice calling a meeting of the Company or of any Class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b)(c) and (d) of

Clause 58 of Part I of Table A shall be modified accordingly.

10. A Resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more member.

11. The Directors shall not be less than two nor more than eight in number. The names of the first Directors shall be determined in writing by the Subscribers to the Memorandum of Association.

12. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of seventy years or any other age.

13. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number as herein before mentioned. Subject to Clause 12 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his

appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

14. The office of Director shall be vacated:

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

15. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of the Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office, be two. When one Director only is in office he shall have and may exercise all the

powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred upon the Board of Directors.

17. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted.

ALTERNATE DIRECTORS

18. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other directors, by writing appoint any person to be an alternate director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification shares and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on ^{the} expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the Powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DIVIDENDS

19. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid

according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

20. The persons mentioned in paragraph (b) of Clause 134 Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Dated this _____ day of _____, 1974.

WITNESS to the above signatures:-

THE COMPANIES ACTS 1948 TO 1976

A

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

3

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

[] [] [] [] [] []

*delete if inappropriate

Name of company

MICROFINE MINERALS AND CHEMICALS

Limited*

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

1151578 30 06

†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

30 06 1978

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

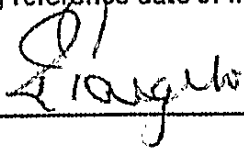
The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

§delete as appropriate

Signed



[Director] [Secretary] §Date

12th July 1978

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

For official use
Data punch

General section

Post room



COMPANIES ACTS 1948 to 1976
COMPANY LIMITED BY SHARES

RESOLUTIONS
OF
MICROFINE MINERALS AND CHEMICALS LIMITED

(Passed 2nd October 1978)


At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 10 Upper Grosvenor Street, London W.1 on 2nd October 1978 the following Resolutions were duly passed, Resolutions 1 and 2 as EXTRAORDINARY RESOLUTIONS and Resolution 3 as a SPECIAL RESOLUTION.

RESOLUTIONS

1. That on the recommendation of the directors it is desirable to capitalise the sum of £500 being the current balance of the Share Premium Account and that accordingly such sum be appropriated to the Members as on this day holding £1 Ordinary Shares in proportion to their holdings of such shares on terms that it not be paid in cash but be applied in paying up in full 10,000 unissued Ordinary Shares of 5 pence each in the capital of the Company from allotment and distribution credited as fully paid up to and amongst such Members in the proportion aforesaid and that the directors do make all necessary allotments and appropriations accordingly.
2. That on the allotment of the new Ordinary Shares pursuant to the preceding Resolution all the existing £1 Ordinary Shares shall stand converted into 5% Preference Shares of £1 each in the rate of one such Preference Share per one such Ordinary Share.
3. That Article 2 be deleted and there be substituted therefor the following new Article 2:-
 - "2. The capital of the Company is £20,000 divided into 10,000 5% Preference Shares of £1 each and 200,000 Ordinary Shares of 5 pence each. The said Preference Shares shall confer upon the holders for the time being thereof the following rights and privileges and be held by them subject to the following restrictions, viz:-

cont.

- (i) AS TO DIVIDENDS: The right to a fixed non-cumulative preferential dividend at the rate of 5 per cent per annum on the capital for the time being paid up thereon in priority to any dividend on any other class of shares in the capital of the Company.
- (ii) IN A WINDING UP: The right to be repaid out of the assets available for distribution among the members of the capital paid up thereon in priority to any payment out of such assets to the holders of such other class of shares in the capital of the Company.
- (iii) AS TO VOTING: The Preference Shares shall not confer upon the holders thereof any right to receive notices of or attend or vote at any General Meeting of the Company.


Secretary

No. of Company 1151578 / 30

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company Microfine Minerals & Chemicals Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the
27 September 1978, the nominal capital of the company has been increased by the
addition thereto of a sum of £ 10,000 beyond the registered capital of £ 10,000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
200,000	New Ordinary Shares	5p

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)

Signed *Duff Lines*

State whether
Director or Secretary Secretary

Date 27th September 1978

* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by: Seaton Chemical Developments Ltd.,
Rawdon House, Green Lane,
Yeadon, Leeds LS19 7XX.

Presentor's reference: HM

Form No. 10



COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF


MICROFINE MINERALS & CHEMICALS LIMITED

(Passed 27 September 1978)

At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at Suffolk House, George Street, Croydon, Surrey on 27th September 1978 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the capital of the Company be increased to £20,000 by the creation of 200,000 Ordinary Shares of 5 pence each.


Secretary

We hereby certify
this to be a true copy
of the original

- 9/11/88
John Sweet Day
E. Blowing

ME/1000219

NAME S. H. Burgess

DATE 28-11-88

COMPANY NUMBER: 1151578

THE COMPANIES ACT 1985
ORDINARY RESOLUTION AND SPECIAL RESOLUTION

OF

and
MICROFINE MINERALS & CHEMICALS LIMITED

Passed on 2nd September 1988

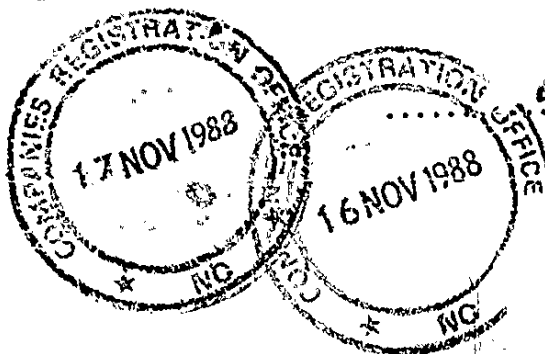
At an Extraordinary General Meeting of the Company duly convened and held on the 2nd day of September 1988 the following Resolutions were duly passed as an Ordinary Resolution and a Special Resolution respectively:-

ORDINARY RESOLUTION

That the registered office of the Company be changed to Raynesway, Alvaston, Derby DE2 7BE

SPECIAL RESOLUTION

That the name of the Company be changed to MICROFINE MINERALS LIMITED



John Sweet Day
CHAIRMAN

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1151578

I hereby certify that

MICROFINE MINERALS AND CHEMICALS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MICROFINE MINERALS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 2 DECEMBER 1988

V J Flowers

MISS V. J. FLOWERS

an authorised officer