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No. of Company 1151578

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The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

MICROFINE MINERALS AND CHEMICALS LIMITED

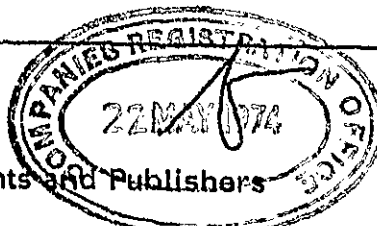
(Incorporated the 14th day of December, 1973)



Jordan & Sons Limited

International Law Agents, Consultants and Publishers

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



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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)

*Barry
Special Res.*
14/12/73
14/12/73

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 accordance with the
requirements of the European
Communities Act 1972.

DATED 22 5 74

PP. JORDAN & SONS LIMITED

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

ARTICLE 1
WE HEREBY CERTIFY that this print
incorporates all alterations made to
the Company's Articles of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Communities Act 1972.

p.p. JOHNSON & SONS 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 this 31st day of October, 1973

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