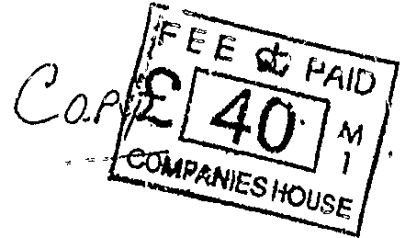


COMPANY NO: 2250123

THE COMPANIES ACT, 1985
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF ARGAS LIMITED



We, the undersigned, being together all the members of the above named Company do hereby resolve, and so that the same shall take effect as a Special Resolution pursuant to clause 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985, as applied to the Company, as follows:-

THAT:-

The name of this Company be and is hereby changed to
Arpley Gas Limited.

Dated.....17th February,.....1989

[Signature]
.....
duly authorised director of
MSC Waste Limited.

[Signature]
.....
duly authorised director of
Coal Products Limited.

[Signature]
.....
duly authorised director of
Biotreatment Limited.

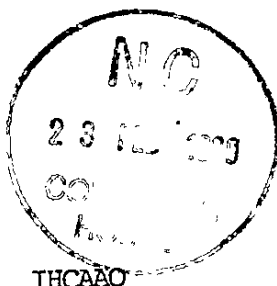
[Signature]
.....
duly authorised director of
Methane Development Company Limited.

[Signature]
.....
duly authorised for Cheshire
County Council.

*Certified as a true
copy:*

*Official
Secretary*

17th February 1989



[Signature]
.....
H.W.J. Jungayr - Chairman

*CLB £40
75 6184*

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2250123

I hereby certify that

ARGAS LIMITED

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

ARPLEY GAS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3 MARCH 1989

M. H. Moss
MRS. H. MOSS

an authorised officer