

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2436946

The Registrar of Companies for England and Wales hereby certifies that
DARRINGTON WASTE MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated

under the name of

WASTE RECYCLING GROUP (YORKSHIRE) LIMITED

Given at Companies House, Cardiff, the 19th February 2001



C02436946I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

001801.

NEW C...

Registered No: 2436946

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of all of the shareholders

-of-

DARRINGTON WASTE MANAGEMENT LIMITED

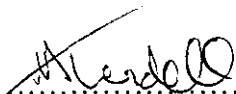
Pursuant to the Articles of Association of the Company

(passed on 1 February 2001)

We, the undersigned member of the above named Company, being the holder of all the ordinary shares of £1 each in the capital of the Company who at the date hereof would be entitled to attend and vote at an extraordinary general meeting of the Company, hereby resolve to pass the following resolution as a Special Resolution:

That:-

The name of the Company be changed to Waste Recycling Group (Yorkshire) Limited.


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For and on behalf of
DARRINGTON QUARRIES LIMITED



A46
COMPANIES HOUSE

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15/02/01