

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

[] [] [] []

2536345

Name of company

* INTERCEDE SSS LIMITED

* insert full
name of Company

I, Barbara Kerr
of 1 Palace Court Gardens
Muswell Hill
London N10 2LB

delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 Queensbridge House
60 Upper Thames Street
London EC4V 3BD

Declarant to sign below

the 22nd day of August
One thousand nine hundred and ninety
before me C.L. Sallabank
(C.L. Sallabank)

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

[Signature]

Presentor's name address and
reference (if any): BK/SCR

McKENNA & Co.
71 QUEEN VICTORIA STREET
LONDON EC4V 4EB
SOLICITORS

For official Use
New Companies Section

Post room



COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office**

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Name of company

* insert full name
of company

* INTERCEDE 855 LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

Inveresk House	
1 Aldwych	
London	
Postcode	WC2R 0HF

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

McKenna & Co	
71 Queen Victoria Street	
London	
Postcode	EC4V 4EB

Number of continuation sheets attached (see note 1)

--

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010



Presentor's name address and
reference (if any): BK/SCR

McKENNA & Co.
71 QUEEN VICTORIA STREET
LONDON EC4V 4EB
SOLICITORS

For official Use
General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) Robert John Windmill		Business occupation	
		Solicitor	
Previous name(s) (note 3)		Nationality	
Address (note 4) 57 Rivermead Court		British	
Ranelagh Gardens		Date of birth (where applicable)	
London	Postcode	(note 6) N/A	
SW6 3RY			
Other directorships †			
See list attached			
I consent to act as director of the company named on page 1			
Signature		Date 6-8-90	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) Barbara Kerr		Business occupation	
		Company Secretary	
Previous name(s) (note 3)		Nationality	
Address (note 4) 1 Palace Court Gardens		British	
Muswell Hill		Date of birth (where applicable)	
London	Postcode	(note 6) N/A	
N10 2LB			
Other directorships †			
See list attached			
I consent to act as director of the company named on page 1			
Signature		Date 6-8-90	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

BARBARA KERR - LIST OF DIRECTORSHIPS

Inveresk Secretaries Limited

National Heritage Limited

Showtime Limited

Showtime The Movie Channel Limited

LIST OF DIRECTORSHIPS - R.J. WINDMILL

National Heritage Limited
Colquhoun Lowson & Company Limited
Scottish Trust Managers Limited
Gresham Street Nominees Limited
Harvey Hubbell Limited
Grelco Limited
Grelco Realisations Limited
Croft Hill Investments Limited
Oberman (Watford) Limited
LaBour Pump Company Limited
Linhay Meats Limited
Dickensons Quality Meats Limited
Kumagai Gumi U.K. Limited
Fairlawn Limited
Flogas Limited
Chattem (U.K.) Limited
Inveresk Secretaries Limited
Kumagai Glengate Limited
Leaning Tower Restaurant Limited
Casa Porrelli (Kensington) Limited
Kumagai Glengate (Properties) Limited
Katun (UK) Limited
Debat Ethical and Cosmetic Preparations Limited
Carlton Cards Limited

The Companies Act 1985

Company Limited By Shares



MEMORANDUM OF ASSOCIATION

of

INTERCEDE 855 LIMITED

-
1. The name of the Company is "INTERCEDE 855 LIMITED"
 2. The registered office of the Company will be situated in England.
 3. The objects for which the Company is established are:
 - (1) To carry on all or any of the following businesses:
Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers for or on behalf of any individual, company, firm or other body or as principals in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or

prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousemen, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.

- (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired.
- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of

the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.
- (8) To purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, license or otherwise dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses

in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.

- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on

any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.

- (13) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.
- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.

- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (18) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.

- (21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.
- (22) To act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested.
- (23) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever.
- (24) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- (26) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of

any other paragraph, from the name of the Company or from the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent 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.

No.

The Companies Act 1985

Company Limited By Shares

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
INTERCEDE 855 LIMITED

Incorporated the day of 1990

McKenna & Co
71 Queen Victoria Street
London EC4V 4EB

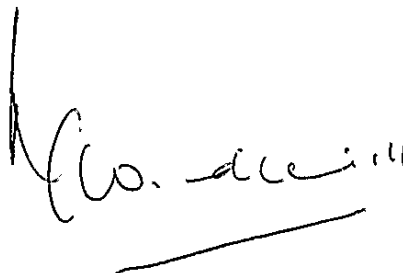
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND NUMBER OF SHARES TAKEN
DESCRIPTIONS OF SUBSCRIBERS BY EACH SUBSCRIBER

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R OHF

One

SOLICITOR



BARBARA KERR
Inveresk House
1 Aldwych
London WC2R OHF

One

COMPANY SECRETARY



Dated this 6th day of August 1990.

Witness to the above Signatures:

JOHN STEIN
Inveresk House
1 Aldwych
London WC2R OHF

SOLICITOR



The Companies Act 1985

Company Limited by Shares

ARTICLES OF ASSOCIATION

of

INTERCEDE 855 LIMITED

INTERPRETATION

1. In these Articles:-

"The Act" means the Companies Act 1985;

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2. The Regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4. Subject to any direction to the contrary which may be given by the Company in General Meeting, the directors are unconditionally authorised to allot, create deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with Article 4 shall be the nominal

amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the directors by Articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in General Meeting in accordance with Section 80 of the Act.

7. The provisions of Section 89(1) of the Act shall not apply to the Company.

LIEN

8. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

9. The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

10. If a quorum is not present within half an hour of the time appointed for a General Meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

11. A poll may be demanded at any General Meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

12. On a show of hands or on a poll votes may be given either personally or by proxy.

NUMBER OF DIRECTORS

13. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

DELEGATION OF POWERS

14. The following sentence shall be inserted after the first sentence of Regulation 72 of Table A:

"Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company".

ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

16. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

APPOINTMENT AND RETIREMENT OF DIRECTORS

17. The directors shall not be subject to retirement by rotation and accordingly the final two sentences of Regulation 79 of Table A shall not apply to the Company.

18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

19. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at General Meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

20. There shall be no age limit for directors of the Company.

21. A director shall not be required to hold any qualification shares in the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is otherwise duly removed from office."

REMUNERATION OF DIRECTORS

23. Regulation 82 of Table A shall be amended by the addition of the following:
- "Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine."

PROCEEDINGS OF DIRECTORS

24. Regulation 88 of Table A shall be amended by substituting for the sentence:
- "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

the following sentence:

"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom".

25. If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by these Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, Regulations 88 to 90 of Table A shall not apply to the Company and Article 23 of these Articles shall have no effect.

26. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

27. Subject to such disclosure as is required by Section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

THE SEAL

28. In accordance with Section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

NOTICES

29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111, and 112 of Table A shall be amended accordingly.

INDEMNITY

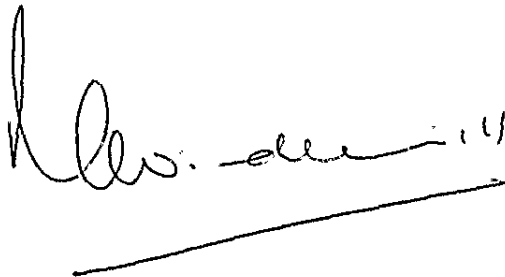
30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing,

any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

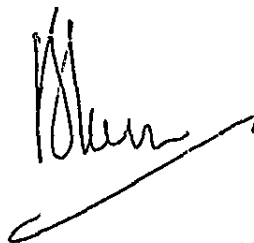
ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R 0HF

SOLICITOR



BARBARA KERR
Inveresk House
1 Aldwych
London WC2R 0HF

COMPANY SECRETARY

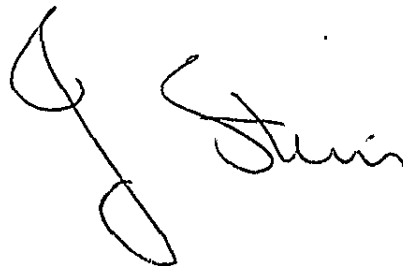


Dated this 6th day of August, 1990.

Witness to the above Signatures:

JOHN STEIN
Inveresk House
1 Aldwych
London WC2R 0HF

SOLICITOR



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2536345

I hereby certify that

INTERCEDE 855 LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 3 SEPTEMBER 1990

P. Bevan
P. BEVAN

an authorised officer

24/1/91

Company Number: 2536345



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
INTERCEDE 855 LIMITED

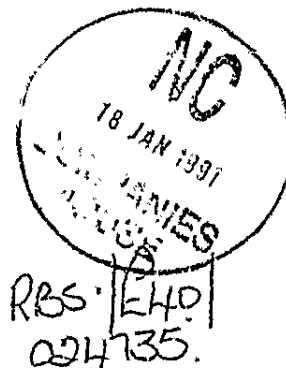
PASSED THE 17TH DAY OF JANUARY, 1991

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date, the following Resolution was duly passed as a Special Resolution of the Company.

THAT the name of the Company be changed to "Wessex Waste Management Limited".


.....
Chairman

SCFAS-D057



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2536345

I hereby certify that

INTERCEDE 855 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WESSEX WASTE MANAGEMENT LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 JANUARY 1991

A. M. Evans
A. M. EVANS

an authorised officer

2536345

Company Limited By Shares

MEMORANDUM OF ASSOCIATION
of
WESSEX WASTE MANAGEMENT LIMITED

-
1. The name of the Company is "WESSEX WASTE MANAGEMENT LIMITED" *
 2. The registered office of the Company will be situated in England.
 3. The objects for which the Company is established are:
 - (1) To carry on all or any of the following businesses:
Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers for or on behalf of any individual, company, firm or other body or as principals in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other



* The name of the Company was changed from Intercede 855 Limited by a Special Resolution of the Company at an Extraordinary General Meeting convened and held on 17th January, 1991.

rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousemen, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.

- (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired.
- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of

the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.
- (8) To purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, license or otherwise dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to

perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.

- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.

- (13) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.
- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.
- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- (17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (18) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- (21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.
- (22) To act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested.
- (23) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever.

- (24) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- (26) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, from the name of the Company or from the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent 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 and addresses 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 NUMBER OF SHARES TAKEN
DESCRIPTIONS OF SUBSCRIBERS BY EACH SUBSCRIBER**

ROBERT JOHN WINDMILL. One
Inveresk House
1 Aldwych
London WC2R OHF

SOLICITOR

BARBARA KERR One
Inveresk House
1 Aldwych
London WC2R OHF

CHARTERED SECRETARY

Dated this 6th day of August 1990 .

Witness to the above Signatures:

JOHN STEIN
Inveresk House
1 Aldwych
London WC2R OHF

SOLICITOR

No. 2536345

The Companies Act 1985

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

WESSEX WASTE MANAGEMENT LIMITED

Incorporated the 3rd day of September, 1990

The Companies Act 1985

Company Limited by Shares

ARTICLES OF ASSOCIATION
of
WESSEX WASTE MANAGEMENT LIMITED

INTERPRETATION

1. In these Articles:-

"The Act" means the Companies Act 1985;

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2. The Regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4. Subject to any direction to the contrary which may be given by the Company in General Meeting, the directors are unconditionally authorised to allot, create deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with Article 4 shall be the

nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the directors by Articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in General Meeting in accordance with Section 80 of the Act.
7. The provisions of Section 89(1) of the Act shall not apply to the Company.

LIEN

8. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

9. The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

10. If a quorum is not present within half an hour of the time appointed for a General Meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
11. A poll may be demanded at any General Meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.
12. On a show of hands or on a poll votes may be given either personally or by proxy.

NUMBER OF DIRECTORS

13. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

DELEGATION OF POWERS

14. The following sentence shall be inserted after the first sentence of Regulation 72 of Table A:
"Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company".

ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

16. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

APPOINTMENT AND RETIREMENT OF DIRECTORS

17. The directors shall not be subject to retirement by rotation and accordingly the final two sentences of Regulation 79 of Table A shall not apply to the Company.
18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
19. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at General Meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.
20. There shall be no age limit for directors of the Company.
21. A director shall not be required to hold any qualification shares in the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:
- "(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"
- "(e) he is otherwise duly removed from office."

REMUNERATION OF DIRECTORS

23. Regulation 82 of Table A shall be amended by the addition of the following:
- "Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine."

PROCEEDINGS OF DIRECTORS

24. Regulation 88 of Table A shall be amended by substituting for the sentence:
- "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".
- the following sentence:
- "Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom".

25. If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by these Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, Regulations 88 to 90 of Table A shall not apply to the Company and Article 23 of these Articles shall have no effect.
26. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
27. Subject to such disclosure as is required by Section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

THE SEAL

28. In accordance with Section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

NOTICES

29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111, and 112 of Table A shall be amended accordingly.

INDEMNITY

30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R 0HP

SOLICITOR

BARBARA KERR
Inveresk House
1 Aldwych
London WC2R 0HP

COMPANY SECRETARY

Dated this 6th day of August, 1990

Witness to the above Signatures:

JOHN STEIN
Inveresk House
1 Aldwych
London WC2R 0HP

SOLICITOR

G**224****Notice of accounting reference date
(to be delivered within 9 months of
incorporation)**Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
old block letteringTo the Registrar of Companies
(Address overleaf)

Company number

2536345

Name of company

* Wessex Waste Management Limited

insert full name
of companygives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:Important
the accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day	Month
3	112

April
day Month

0504

June
day Month

3006

1 December
day Month

3112

Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation: Secretary

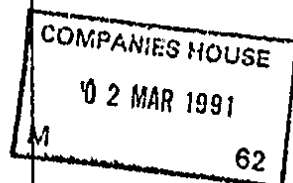
Date 28/2/91

Presenter's name address
telephone number and reference (if any):McKenna & Co
Mitre House
160 Aldersgate Street
London EC1A 4DD

Ref NMT

For official use
D.E.B.

Post room



Company Number: 2536345

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
WESSEX WASTE MANAGEMENT LIMITED

PASSED THE 28TH DAY OF FEBRUARY, 1991

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date, the following Resolution was duly passed as a Special Resolution of the Company:

THAT

- (a) the two issued shares of £1 each in the capital of the Company and the 98 unissued shares of £1 each in the capital of the Company be redesignated as 'A' Shares of £1 each;
- (b) the authorised share capital of the Company be increased from £100 divided into 100 'A' Shares of £1 each to £150,000,002 divided into 75,000,002 'A' Shares of £1 each and 75,000,000 'B' Shares of £1 each by the creation of 74,999,902 'A' Shares and 75,000,000 'B' Shares;
- (c) the Memorandum of Association of the Company be amended as follows:-
 - (i) delete the words in paragraph 3(1) and insert:

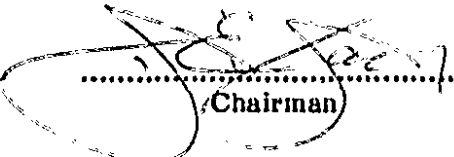
"To carry on the business of waste management and all related activities, howsoever called, and any services connected with or ancillary to waste management, including, without prejudice to the generality of the foregoing, waste collection, waste disposal and recycling, creation and operation of landfills, creation and operation of incinerators, clinical waste collection and disposal, consultancy, scientific and all support services relating to waste management, liquid, chemical and toxic waste treatment and disposal, waste to energy activities and trade effluent treatment plants, and in relation thereto to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on all other businesses at the discretion of the Directors."

- (ii) Insert a new paragraph 3(22) as follows:-

"(22)(i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund; and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability. For the purposes of this Clause 22 "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989."

- (iii) renumber paragraphs 3(22), 3(23), 3(24), 3(25) and 3(26) as 3(23), 3(24), 3(25), 3(26), and 3(27) respectively;

- (d) the new Articles of Association of the Company in the form produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the new Articles of Association in substitute for and to the exclusion of the existing Articles of Association of the Company;
- (e) the Directors of the Company be generally and unconditionally empowered pursuant to Section 95(1) of the Act to allot equity securities (as defined in Section 94(2) of the Companies Act 1985 ("the Act")) pursuant to the authority set out in Article 8(E) of the Company's Articles of Association as if sub-section (1) of Section 89 of the Act did not apply to the allotment provided that the said power shall expire five years after the date of the passing of this Resolution 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 Directors may allot equity securities in pursuance of such offer or agreement as if the power so confirmed had not expired.


.....
Chairman

No. 2536345

The Companies Act 1985

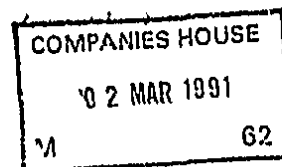
Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

WESSEX WASTE MANAGEMENT LIMITED

Incorporated the 3rd day of September, 1990



The Companies Act 1985

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

WESSEX WASTE MANAGEMENT LIMITED

-
1. The name of the Company is "WESSEX WASTE MANAGEMENT LIMITED".*
 2. The registered office of the Company will be situated in England.
 3. The objects for which the Company is established are:
 - (1)** To carry on the business of waste management and all related activities, howsoever called, and any services connected with or ancillary to waste management, including, without prejudice to the generality of the foregoing, waste collection, waste disposal and recycling, creation and operation of landfills, creation and operation of incinerators, clinical waste collection and disposal, consultancy, scientific and all support services relating to waste management, liquid, chemical and toxic waste treatment and disposal, waste to energy activities and trade effluent treatment plants, and in relation thereto to

* The name of the Company was changed from Intercede 855 Limited by a Special Resolution of the Company at an Extraordinary General Meeting convened and held on 17th January, 1991.

** As amended by a Special Resolution passed on 28th February, 1991.

negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on all other businesses at the discretion of the Directors.

- (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired.
- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.
- (8) To purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, licence or otherwise dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.

- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.
- (13) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and

issue on such terms as may be thought expedient of securities of any description.

- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.
- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (18) To procure the Company to be registered or recognised in any country or place in any part of the world.

- (19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- (21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.
- (22) (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are

interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund; and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability. For the purposes of this Clause 22 "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989.

- (23) To act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested.
- (24) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever.
- (25) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (26) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.

- (27) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, from the name of the Company or from the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent 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.

* The authorised share capital of the Company was increased from £100 divided into 100 Shares of £1 each to £150,000,002 divided into 75,000,002 'A' Shares of £1 each and 75,000,000 'B' Shares of £1 each by a Special Resolution passed on 28th February, 1991.

WE, the several persons whose names and addresses 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 NUMBER OF SHARES TAKEN
DESCRIPTIONS OF SUBSCRIBERS BY EACH SUBSCRIBER

ROBERT JOHN WINDMILL One
Inveresk House
1 Aldwych
London WC2R OHF

SOLICITOR

BARBARA KERR One
Inveresk House
1 Aldwych
London WC2R OHF

CHARTERED SECRETARY

Dated this 6th day of August 1990 .

Witness to the above Signatures:

JOHN STEIN
Inveresk House
1 Aldwych
London WC2R OHF

SOLICITOR

[Handwritten signature]

The Companies Act 1985

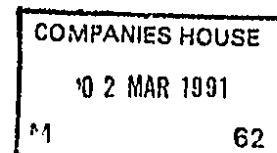
No. 2536345

Private Company Limited By Shares

NEW
ARTICLES OF ASSOCIATION
of
WESSEX WASTE MANAGEMENT LIMITED
Adopted by Special Resolution passed 28th February 1991

McKenna & Co
Mitre House
160 Aldersgate Street
London EC1A 4DD

JZH-D0014



The Companies Act 1985

Private Company Limited By Shares

NEW

ARTICLES OF ASSOCIATION

of

WESSEX WASTE MANAGEMENT LIMITED

(Adopted by Special Resolution passed 28th February 1991)

PRELIMINARY

1. In these Articles and in Table A -
"the Act" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.
"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) Amendment) Regulations 1985.
2. The Company is a Private Company and accordingly any invitation to the public to subscribe for any shares or debentures is prohibited.
3. (1) The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. In the event of any ambiguity or inconsistency between such regulations and these Articles, the provisions of these Articles shall prevail.
(2) Any proposed amendment to or variation of these Articles or of the Memorandum of Association of the Company shall be deemed to be a variation of the rights attached to the "A" Shares and the "B" Shares in the capital of the Company.

4. Regulations 2, 8, 17, 24, 39, 40, 41, 50, 64, 65, 73 to 80 inclusive, 89, 94, 97 and 118 of Table A shall not apply to the Company.
5. The Company shall not have power to issue share warrants to bearer.
6. The provisions of Section 89(1) of the Act shall not apply to the Company.

SHARE CAPITAL

7. (1) The capital of the Company (at the date of adoption of these Articles) is £150,000,002, divided into 75,000,002 "A" Shares of £1 each and 75,000,000 "B" Shares of £1 each.
(2) "A" Shares and "B" Shares shall constitute different classes of shares for the purposes of the Act but shall save as in these Articles expressly provided confer upon the holders thereof the same rights and rank *pari passu* in all respects.
8. Unissued shares in the capital of the Company for the time being shall only be allotted as follows:-
 - (A) every allotment shall be in equal proportions of "A" Shares and "B" Shares;
 - (B) on the occasion of each allotment the "A" Shares and the "B" Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment;
 - (C) no shares of either class shall be issued otherwise than to members holding shares of the same class without the prior written consent of all the members;
 - (D) as between holders of shares of the same class the shares of that class being allotted shall be allotted in proportion to such holders' then existing holdings of shares of that class or in such other proportions between them as all the members holding shares of the same class shall agree in writing;
 - (E) the maximum amount of relevant securities (as defined by Section 80(2) of the Act) which the Directors may allot, grant options or subscriptions or conversion rights over or otherwise deal with or dispose of pursuant to this Article 8 shall be the authorised but as yet unissued Share Capital of the Company at the date of adoption of these Articles. The authority conferred on the directors by this Article 8 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.

9. Save as provided in Article 8 the Directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.
10. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time and in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

11. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof, provided that in the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.
12. No transfer of any shares or any interest in any shares shall be made other than:-
 - (a) transfer approved in writing by all the members;
 - (b) transfer from the holder of "A" Shares to another holder of "A" Shares and any transfer from the holder of "B" Shares to another holder of "B" Shares;
 - (c) any transfer by a corporate member to an associated company (that is to say any holding company or wholly-owned subsidiary of such corporate member);

provided that it must be proved to the reasonable satisfaction of the Directors that the transfer bona fide falls within one of these exceptions. The Directors shall register any transfer made pursuant to or permitted by the foregoing provisions of this Article, but shall refuse to register any other transfer.

GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Two members present in person or by proxy (or, in the case of a member being a Corporation by representative) shall be a quorum for all purposes, provided that so long as the issued share capital of the Company is divided into "A" and "B" Shares, one such member shall be the holder of an "A" Share and the other the holder of a "B" Share. Where all the holders of any such class have waived in writing the quorum requirement as concerns that class then such waiver shall be effective for the meeting or particular business specified in the waiver or otherwise as specified in the waiver.
14.
 - (1) If within half an hour from the time appointed for any general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week (or if that day be a holiday to the next working day thereafter) and at the same time and place or to such other date time and place (not being more than 30 days nor less than 10 days after the date appointed for the adjourned meeting unless so agreed by the holders of not less than nine tenths in nominal value of the shares entitled to vote at the meeting) as the Directors may determine and if at the adjourned meeting a quorum of one "A" Shareholder and one "B" Shareholder is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
 - (2) Where a meeting is adjourned under paragraph (1) of this Article for 10 days or more not less than 7 days notice of the adjourned meeting shall be given as in the case of an original meeting.
15.
 - (1) No "A" Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of a "B" Director (as defined in Article 17);
 - (2) No "B" Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of an "A" Director (as defined in Article 17);
 - (3) If at any meeting any holder of any "A" Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "A" Shares held by members present in person or by proxy shall be pro tanto increased so that such "A" Shares shall together entitle

such members to the same aggregate number of votes as could be cast in respect of all the "A" Shares if all the holders thereof were present; and

- (4) If at any meeting any holder of any "B" Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "B" Shares held by members present in person or by proxy shall be pro tanto increased so that such "B" Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the "B" Shares if all the holders thereof were present.

DIRECTORS

16. The Directors shall be 8 in number or such other equal number as the Company may from time to time by Special Resolution determine.
17. (1) The holders of a majority of the "A" Shares may from time to time appoint any person to be a Director but so that not more than one half of the Directors shall at any one time hold office by virtue of an appointment by holders of "A" Shares under this Article. Each person holding office pursuant to this Article is herein called an "A" Director.
- (2) Each "A" Director shall hold office subject to Article 22 hereof and may at any time be removed from office by the holders of a majority of the "A" Shares.
- (3) The holders of a majority of the "B" Shares may from time to time appoint any person to be a Director but so that not more than one half of the Directors shall at any one time hold office by virtue of an appointment by the holders of "B" Shares under this Article. Each person holding office pursuant to this Article is herein called a "B" Director.
- (4) Each "B" Director shall hold office subject to Article 22 hereof and may at any time be removed from office by the holders of a majority of the "B" Shares.
- (5) The Managing Director may be removed from office by the holders of a majority in number of the "A" Directors after consultation with the "B" Directors.

- (6) Any such appointment or removal shall be made in writing under the hands of the holders for the time being of the shares in whom the power of appointment or removal is vested, or their duly authorised agents (or, in the case of the removal of the Managing Director, in writing under the hands of a majority in number of the "A" Directors) and shall take effect on and from the date on which notice in writing thereof is lodged at the registered office for the time being of the Company or delivered to the Secretary or to a meeting of the Directors.
18. Regulation 82 of Table A shall be amended by the addition of the following:-
- "Any director who serves on any committee, or who otherwise performs special services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may receive such extra remuneration by way of salary, commission or otherwise as the Directors may determine."
19. A Director (including an alternate director) shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

POWERS AND DIRECTORS

20. Subject to the provisions of the Act a Director (including an alternate Director) may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company and the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

ALTERNATE DIRECTORS

21. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to

his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

DISQUALIFICATION OF DIRECTORS

22. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:-

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is otherwise duly removed from office."

No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

PROCEEDINGS OF DIRECTORS

23. The quorum necessary for the transaction of business at any meeting of the Directors or of any committee shall comprise one "A" Director and one "B" Director. If within half an hour of the time fixed for the meeting a quorum is not present the meeting shall be adjourned to a specified time and place which shall not be earlier than three nor later than seven days after the date originally fixed for the meeting. The quorum at such adjourned meeting shall be any two Directors Regulation 89 of Table A shall be amended accordingly.

24. Questions arising at any meeting of the Directors or of any committee shall be decided by a majority of votes of the Directors present and the Chairman shall have no second or casting vote and Regulation 88 of Table A shall be modified accordingly, Provided that:

- (1) If at any meeting of the Directors or or any committee any "A" Director is not present in person or represented by an alternate Director the votes of the "A" Director or "A" Directors present in person or represented by an alternate Director shall be pro tanto increased so that such "A" Director or "A" Directors shall be entitled to cast the same aggregate number of votes as could be cast by the "A" Directors if they were all present;

- (2) if at any meeting of the Directors or of any committee any "B" Director is not present in person or represented by an alternate Director the votes of the "B" Director or "B" Directors present in person or represented by an alternate Director shall be pro tanto increased so that such "B" Director or "B" Directors shall be entitled to cast the same aggregate number of votes as could be cast by the "B" Directors if they were all present;
- (3) in the event of an equality of votes at a meeting of the Directors the "A" Directors present at such meeting shall appoint from their number one of the "A" Directors who shall be entitled to a second or casting vote and if only one "A" Director is present at the meeting that "A" Director shall be entitled to a second or casting vote.
25. The words "of filling vacancies, or" shall be omitted from regulation 90 of Table A.
26. Regulation 88 of Table A shall be amended by substituting for the sentence:-
"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."
the following sentence:
"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom. Directors who are for the time being absent from the United Kingdom shall be entitled to receive 2 day's notice of every meeting."
27. Any Director or member of a committee of Directors may participate in a meeting of the Directors or such committee by means of conference telephone or any other communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and any person so participating shall be entitled to vote and be counted in a quorum accordingly.
28. References in Regulation 93 of Table A to a "resolution in writing signed by all the directors" shall include a resolution in writing signed or approved by telegram, telefax or telex by all the Directors.

CAPITALISATION OF PROFITS

29. On any occasion when shares are allotted and distributed credited as fully paid pursuant to the provisions of Regulation 110 of Table A the shares allotted to holders of "A" Shares shall forthwith on allotment automatically stand converted into "A" Shares and the shares allotted to holders of "B" Shares shall forthwith on allotment automatically stand converted into "B" Shares.

NOTICES

30. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

INSURANCE

31. The Directors may exercise any power conferred by statute to purchase and maintain insurance for any officer of the Company or any auditor of the Company against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

INDEMNITY

32. Without prejudice to any other indemnity to which he may be entitled, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the exercise, execution and/or discharge of the powers and duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss,

damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

253645

Name of company

* NESSEX WASTE MANAGEMENT LIMITED.

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 16 JUNE 1994 the nominal capital of the company has been
increased by £ 350,000,000 beyond the registered capital of £ 150,000,002.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

--

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ‡

SECRETARY

Date

17 JUNE 1994

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

J. C. FRANKLIN
GATE HOUSE
TORN DRAKE ROAD
HIGH WYCOMBE
BUCKS HP12 3NR

For official Use
General Section

Post room



AG60D209

A15 RECEIPT DATE: 05/07/94

Company Number: 2536345

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF
WESSEX WASTE MANAGEMENT LIMITED

PASSED THE 16TH DAY OF JUNE 1994

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date, the following Resolution was duly passed as an Ordinary Resolution of the Company:

THAT the authorised share capital of the Company be increased from £150,000,002 divided into 75,000,002 'A' Shares of £1 each and 75,000,000 'B' Shares of £1 each to £500,000,002 by the creation of 175,000,000 'A' Shares of £1 each and 175,000,000 'B' Shares of £1 each.



2536345

The Companies Act 1985

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

AND

NEW ARTICLES OF ASSOCIATION

(Adopted by Special Resolution Passed 28th February, 1991)

OF

WESSEX WASTE MANAGEMENT LIMITED



McKenna & Co
Mitre House
160 Aldersgate Street
London EC1A 4DD
Doc Ref: D0338.AMR

The Companies Act 1985

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

WESSEX WASTE MANAGEMENT LIMITED

1. The name of the Company is "WESSEX WASTE MANAGEMENT LIMITED"
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - 3.1 "To carry on the business of waste management and all related activities, howsoever called, and any services connected with or ancillary to waste management, including, without prejudice to the generality of the foregoing, waste collection, waste disposal and recycling, creation and operation of landfills, creation and operation of incinerators, clinical waste collection and disposal, consultancy, scientific and all support services relating to waste management, liquid, chemical and toxic waste treatment and disposal, waste to energy activities and trade effluent treatment plants, and in relation thereto to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on all other businesses at the discretion of the Directors.

* The name of the Company was changed from Intercode 855 Limited by a Special Resolution of the Company at an Extraordinary General Meeting convened and held on 17th January, 1991.

** As amended by a Special Resolution passed on 28th February, 1991.

- 3.2 To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- 3.3 To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired.
- 3.4 To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.
- 3.5 To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
- 3.6 To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- 3.7 To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.
- 3.8 To purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, license or otherwise dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets

of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.

- 3.9 To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- 3.10 To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- 3.11 To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- 3.12 To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.
- 3.13 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.
- 3.14 To draw, make, accept, indorse discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.

- 3.15 To grant pensions, allowances, gratuities and bonuses to existing or former employees and offices (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.
- 3.16 To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 3.17 To amalgamate with any other Company in any manner whatsoever (whether with or without a liquidation of the Company).
- 3.18 To procure the Company to be registered or recognised in any country or place in any part of the world.
- 3.19 To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- 3.20 To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- 3.21 To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.

- 3.22 3.22.1 To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertakings are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company subsidiary undertaking or pension fund; and
- 3.22.2 to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability. For the purposes of this Clause 22 "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989.
- 3.23 To act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested.
- 3.24 To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever.
- 3.25 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 3.26 To all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.

- 3.27 To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, from the name of the Company or from the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent 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.

*** The authorised share capital of the Company was increased from £100 divided into 100 Shares of £1 each to £150,000,002 divided into 75,000,002 'A' ordinary shares of £1 each and 75,000,000 'B' ordinary shares of £1 each by a special resolution passed on 28th February, 1991.

The authorised share capital of the Company was increased from £150,000,002 to £500,000,002 divided into 250,000,002 'A' ordinary shares of £1 each and 250,000,000 'B' ordinary shares of £1 each by an ordinary resolution passed on 16th June, 1994.

WE, the several persons whose names and addresses 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 NUMBER OF SHARES TAKEN
DESCRIPTION OF SUBSCRIBERS BY EACH SUBSCRIBER

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R 0HF

One

SOLICITOR

BARBARA KERR
Inveresk House
1 Aldwych
London WC2 0HF

One

CHARTERED SECRETARY

Dated this 6th day of August 1990

Witness to the above Signatures:

JOHN STEIN
Inveresk House
1 Aldwych
London WC2R 0HF

SOLICITOR

The Companies Act 1985

Private Company Limited By Shares

NEW

ARTICLES OF ASSOCIATION

of

WESSEX WASTE MANAGEMENT LIMITED

(Adopted by Special Resolution passed 28th February 1991)

PRELIMINARY

1. In these Articles and in Table A -

"the Act" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) Amendment) Regulations 1985.

2. The Company is a Private Company and accordingly and invitation to the public to subscribe for any shares or debentures is prohibited.
- 3.1 The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. In the event of any ambiguity or inconsistency between such regulations and these Articles, the provisions of these Articles shall prevail.

- 3.2 Any proposed amendment to or variation of these Articles or of the Memorandum of Association
Company shall be deemed to be a variation of the rights attached to the "A" Shares and
the "B" Shares in the capital of the Company.
4. Regulations 2, 8, 17, 24, 39, 40, 41, 50, 64, 65, 73 to 80 inclusive, 89, 94, 97 and 118 of Table
A shall not apply to the Company.
5. The Company shall not have power to issue share warrants to bearer.
6. The provisions of Section 89(1) of the Act not apply to the Company.

SHARE CAPITAL

- 7.1 The capital of the Company (at the date of adoption of these Articles) is £150,000,002, divided
into 75,000,002 "A" Shares of £1 each and 75,000,000 "B" Shares of £1 each.
- 7.2 "A" Shares of "B" Shares shall constitute different classes of shares for the purposes of the Act
but shall save as in these Articles expressly provided confer upon the holders thereof the same
rights and rank pari passu in all respects.
8. Unissued shares in the capital of the Company for the time being shall only be allotted as
follows:-
- 8.1 every allotment shall be in equal proportions of "A" Shares and "B" Shares;
- 8.2 on the occasion of each allotment the "A" Shares and the "B" Shares shall be allotted at the same
price (not being at a discount) and on the same terms as to date for payment;
- 8.3 no shares of either class shall be issued otherwise than to members holding shares of the same
class without the prior written consent of all the members;
- 8.4 as between holders of shares of the same class the shares of that class being allotted shall be
allotted in proportion to such holders' then existing holdings of shares of that class or in such

other proportions between them as all the members holding shares of the same class shall agree in writing;

- 8.5 the maximum amount of relevant securities (as defined by Section 80(2) of the Act) which the Directors may allot, grant options or subscriptions or conversion rights over or otherwise deal with or dispose of pursuant to this Article 8 shall be the authorised but as yet unissued Share Capital of the Company at the date of adoption of these Articles. The authority conferred on the directors by this Article 8 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
9. Save as provided in Article 8 the Directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.
10. The company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time and in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

11. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof, provided that in the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.
12. No transfer of any shares or any interest in any shares shall be made other than:-
- 12.1 transfer approved in writing by all the members;

- 12.2 transfer from the holder of "A" Shares to another holder of "A" Shares and any transfer from the holder of "B" Shares to another holder of "B" Shares;
- 12.3 any transfer by a corporate member to an associated company (that is to say any holding company or wholly-owned subsidiary of such corporate member);

provided that it must be proved to the reasonable satisfaction of the Directors that the transfer bona fide falls within one of these exceptions. The Directors shall register any transfer made pursuant to or permitted by the foregoing provisions of this Article, but shall refuse to register any other transfer.

GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Two members present in person or by proxy (or, in the case of a member being a Corporation by representative) shall be a quorum for all purposes, provided that so long as the issued share capital of the Company is divided into "A" and "B" Shares, one such member shall be the holder of an "A" Share and the other of a "B" Share. Where all the holders of any such class have waived in writing the quorum requirement as concerns that class then such waiver shall be effective for the meeting or particular business specified in the waiver or otherwise as specified in the waiver.
- 14.1 If within half an hour from the time appointed for any general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week (or if that day be a holiday to the next working day thereafter) and at the same time and place or to such other date time and place (not being more than 30 days nor less than 10 days after the date appointed for the adjourned meeting unless so agreed by the holders of not less than nine tenths in nominal value of the shares entitled to vote at the meeting) as the Directors may determine and if at the adjourned meeting a quorum of one "A" Shareholder and one "B" Shareholder is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 14.2 Where a meeting is adjourned under paragraph (1) of this Article for 10 days or more not less than 7 days notice of the adjourned meeting shall be given as in the case of an original meeting.

- 15.1 No "A" Shares shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of a "B" Director (as defined in Article 17);
- 15.2 No "B" Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of an "A" Director (as defined in Article 17);
- 15.3 If at any meeting any holder of any "A" Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "A" Shares held by members present in person or by proxy shall be pro tanto increased so that such "A" Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the "A" Shares if all the holders thereof were present; and
- 15.4 If at any meeting any holder of any "B" Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "B" Shares held by members present in person or by proxy shall be pro tanto increased so that such "B" Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the "B" Shares if all the holders thereof were present.

DIRECTORS

16. The Directors shall be 8 in number or such other equal number as the Company may from time to time by Special Resolution determine.
- 17.1 The holders of a majority of the "A" Shares may from time to time appoint any person to be a Director but so that not more than one half of the Directors shall at any one time hold office by virtue of an appointment by holders of "A" Shares under this Article. Each person holding office pursuant to this Article is herein called an "A" Director.
- 17.2 Each "A" Director shall hold office subject to Article 22 hereof and may at any time be removed from office by the holders of a majority of the "A" Shares.

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- 17.3 The holders of a majority of the "B" Shares may from time to time appoint any person to be a Director but so that not more than one half of the Directors shall at any one time hold office by virtue of an appointment by the holders of "B" Shares under this Article. Each person holding office pursuant to this Article is herein called a "B" Director.
- 17.4 Each "B" Director shall hold office subject to Article 22 hereof and may at any time be removed from office by the holders of a majority of the "B" Shares.
- 17.5 The Managing Director may be removed from office by the holders of a majority in number of the "A" Directors after consultation with the "B" Directors.
- 17.6 Any such appointment or removal shall be made in writing under the hands of the holders for the time being of the shares in whom the power of appointment or removal is vested, or their duly authorised agents (or, in the case of the removal of the Managing Director, in writing under the hands of a majority in number of the "A" Directors) and shall take effect on and from the date on which notice in writing thereof is lodged at the registered office for the time being of the Company or delivered to the Secretary or to a meeting of the Directors.
18. Regulation 82 of Table A shall be amended by the addition of the following:-
- "Any director who serves on any committee, or who otherwise performs special services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may receive such extra remuneration by way of salary, commission or otherwise as the Directors may determine."
19. A Director (including an alternate director) shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

POWERS AND DIRECTORS

20. Subject to the provisions of the Act a Director (including an alternate Director) may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or

arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company and the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

ALTERNATE DIRECTORS

21. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

DISQUALIFICATION OF DIRECTORS

22. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:-

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is otherwise duly removed from office."

No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

PROCEEDINGS OF DIRECTORS

23. The quorum necessary for the transaction of business at any meeting of the Directors or of any committee shall comprise one "A" Director and one "B" Director. If within half an hour of the time fixed for the meeting a quorum is not present the meeting shall be adjourned to a specified time and place which shall not be earlier than three nor later than seven days after the date

originally fixed for the meeting. The quorum at such adjourned meeting shall be any two Directors Regulation 89 of Table A shall be amended accordingly.

24. Questions arising at any meeting of the Directors or of any committee shall be decided by a majority of votes of the Directors present and the Chairman shall have no second or casting vote and Regulation 88 of Table A shall be modified accordingly, Provided that:

24.1 If at any meeting of the Directors or of any committee any "A" Director is not present in person or represented by an alternate Director the votes of the "A" Director or "A" Directors present in person or represented by an alternate Director shall be pro tanto increased so that such "A" Director or "A" Directors shall be entitled to cast the same aggregate number of votes as could be cast by the "A" Directors if they were all present;

24.2 If at any meeting of the Directors or of any committee any "B" Director is not present in person or represented by an alternate Director the votes of the "B" Director or "B" Directors present in person or represented by an alternate Director shall be pro tanto increased so that such "B" Director or "B" Directors shall be entitled to cast the same aggregate number of votes as could be cast by the "B" Directors if they were all present;

24.3 In the event of an equality of votes at a meeting of the Directors the "A" Directors present at such meeting shall appoint from their number one of the "A" Directors who shall be entitled to a second or casting vote and if only one "A" Director is present at the meeting that "A" Director shall be entitled to a second or casting vote.

25. The words "of filling vacancies, or" shall be omitted from Regulation 90 of Table A.

26. Regulation 88 of Table A shall be amended by substituting for the sentence:-

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:

"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom. Directors who are for the time being absent from the United Kingdom shall be entitled to receive 2 day's notice of every meeting."

27. Any Director or member of a committee of Directors may participate in a meeting of the Directors or such committee by means of conference telephone or any other communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and any person so participating shall be entitled to vote and be counted in a quorum accordingly.
28. References in Regulation 93 of Table A to a "resolution in writing signed by all the directors" shall include a resolution in writing signed or approved by telegram, telefax or telex by all the Directors.

CAPITALISATION OF PROFITS

29. On any occasion when shares are allotted and distributed credited as fully paid pursuant to the provisions of Regulation 110 of Table A the shares allotted to holders of "A" Shares shall forthwith on allotment automatically stand converted into "A" Shares and the shares allotted to holders of "B" Shares shall forthwith on allotment automatically stand converted into "B" Shares.

NOTICES

30. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

INSURANCE

31. The Directors may exercise any power conferred by statute to purchase and maintain insurance for any officer of the Company or any auditor of the Company against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

INDEMNITY

32. Without prejudice to any other indemnity to which he may be entitled, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the exercise, execution and/or discharge of the powers and duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.