

COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HANSON FUNDING (B) PLC

At an Extraordinary General Meeting of the above-named company duly convened and held on January 9, 1998, the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTION

- "1. THAT pursuant to the provisions of Section 53 of the Companies Act 1985, the Company be reregistered as a private company and that the Memorandum of Association be amended in the manner following namely:-
- a) by the deletion therefrom of the existing Clause 1 and by the substitution therefor of a new Clause 1:

 'The name of the Company is HANSON FUNDING (B) LIMITED'
 - b) by the deletion therefrom of the existing Clause 2 and by the substitution therefor of a new Clause 2:

 'The Company is to be a private company limited by shares'.
2. THAT the draft regulations produced to the meeting and initialled by the chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association."



P D Tunnacliffe
Secretary

