

Company No. 2615887

PETROFAC UK SERVICES LIMITED

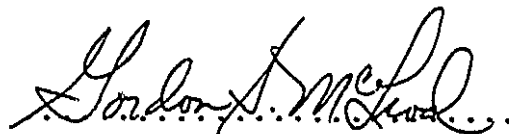
Pursuant to Article 53 of Table A of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations, the following Resolution was passed as a special resolution by the members of the Company:

IT WAS RESOLVED THAT:

The Memorandum and Articles of Association be amended by the insertion of new sub-clauses (A) and (B) in Clause 3 of the Memorandum and by the deletion of Clause 12 of the Articles of Association the insertion of new Clauses 12 - 16 in the Articles and the amendment of Article 7 as contained in the updated Memorandum and Articles attached.


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AMCORP LIMITED



PETROFAC INCORPORATED

DATED 16th DAY OF September 1991

