

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2624570

The Registrar of Companies for England and Wales hereby certifies that

PRECIS (1108) LIMITED

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

SIBELCO (UK) LIMITED

Given at Companies House, London, the 5th December 1991

A handwritten signature in black ink, appearing to read 'C. O. Friend'.

C. O. FRIEND

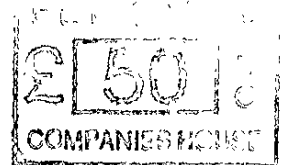
For The Registrar Of Companies



C O M P A N I E S H O U S E

Company Number: 2624570

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
PRECIS (1108) LIMITED



At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London EC2A 2HS on 4th December 1991, the following resolution was duly passed as a special resolution of the Company:-

SPECIAL RESOLUTION

THAT:-

- (i) the name of the Company be changed from Precis (1108) Limited to Sibelco (UK) Limited;
- (ii) the regulations contained in the document produced to the meeting and initialled by the chairman thereof for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association;
- (iii) the authorised share capital of the Company be increased to £1,100,000 by the creation of 1,099,900 new ordinary shares of £1 each, each of such shares having attached thereto the rights and restrictions as set out in the New Articles of Association to be adopted pursuant to paragraph (ii) of this resolution.
- (iv) the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in section 80) of the Company up to an aggregate nominal amount of £1,099,998 such authority to expire on the fifth anniversary of the passing of this resolution;

.....Tessa W. Barber.....  
CHAIRMAN

V CERTIFY  
THIS IS A TRUE AND  
ACCURATE COPY OF

Dated: 4th December 1991

THE ORIGINAL

Herbert Smith

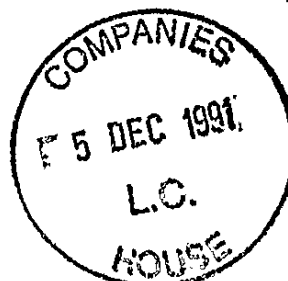
HERBERT SMITH

Exchange House

Primrose Street

London EC2A 2HS

Date 5. 12. 1991



COUTTS 079517  
C/N R200  
SAME DAY