

Company No: 2856486

**Special
Resolution**

The Companies Act 1985

Private Company Limited by Shares

of SPEED 3846 LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 13th October, 1993

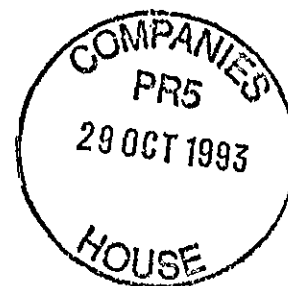
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed 

For and on behalf of
Waterlow Nominees Limited



RES8W

Waterlow Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 071-260 3350 Fax 071-608 0867
LDE Box No. 274

The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

FALMOUTH OIL SERVICES (1994) LIMITED

(As amended by Special Resolution passed on 13th October 1993)

1. The Company's name is Falmouth Oil Services (1994) Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) (i) To carry on the trade or business of blenders, producers, refiners, storers and suppliers and distributors of lubricants, oils and petroleum products of all types and to manufacture and produce and either as manufacturers or agents trade and deal in any articles belonging to such business and all apparatus and appliances and things used in connection therewith or with any inventions, patents or privileges for the time being belonging to the Company.
 - (ii) To manufacture and deal in all other goods and things of such nature that can in the opinion of the company be conveniently manufactured or dealt in by the company with any of the foregoing business.
 - (iii) To build, maintain, alter, enlarge, pull down and remove or replace any buildings and to let or lease, grant licences or concessions in respect of, exchange develop and manage any of the company's properties, to collect rents and income and to supply to tenants and occupiers such amenities, facilities and advantages as may be deemed expedient.

* The name of the Company was changed from Speed 3846 Limited on the 25th October 1993.