

NO. 10612

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

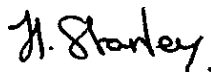
BP OIL GRANGEMOUTH REFINERY LIMITED

1st July, 2000

At an Extraordinary General Meeting of the Members of the Company held at the
Registered Office on 1st July, 2000

It was Resolved that the following resolution be passed as a SPECIAL RESOLUTION
that:

the Articles of Association of the Company as attached be and are hereby
adopted as the Articles of Association of the Company in substitution for and
to the exclusion of the Company's existing Articles of Association.



Helen Stanley

Secretary

REGISTERED OFFICE:

Bo'ness Road, Grangemouth, FK3 9XQ

