

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 221042

The Registrar of Companies for Scotland hereby certifies that

HMS (395) LIMITED

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

ALBA RESOURCE RECOVERY LIMITED

Given at Companies House, Edinburgh, the 7th September 2001



CSC2210426

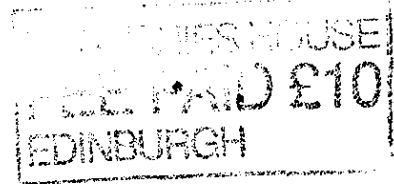


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

HMS (395) Limited

Company No:
SC221042



The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions as a Special Resolution and Elective Resolutions and agree that the said Resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolution

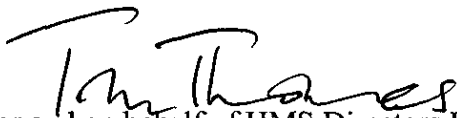
1. THAT the name of the Company be changed to Alba Resource Recovery Limited.


This written resolution shall take effect as a Special Resolution.

Elective Resolutions in Writing

2. THAT, in accordance with sections 252 and 379A of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the company in general meeting.
3. THAT, in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.
4. THAT, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

These written resolutions take effect as Elective Resolutions.


For and on behalf of HMS Directors Limited
Dated: 6-09-2001


For and on behalf of HMS Secretaries Limited
Dated: 6-09-2001



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 221792

The Registrar of Companies for Scotland hereby certifies that

FLATLEAD LIMITED

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

SOLECTRA SERVICES LIMITED

Given at Companies House, Edinburgh, the 7th September 2001



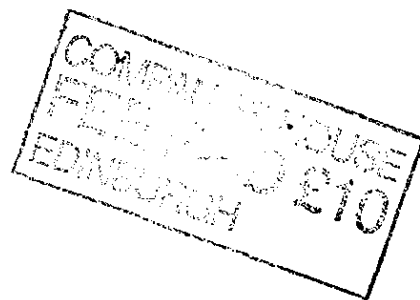
CSC2217926



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

Company Number: SC221792



SPECIAL RESOLUTION

OF

FLATLEAD LIMITED

JORDANS (SCOTLAND) LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

It is resolved:

That the name of the Company be changed to:

SOLECTRA SERVICES LIMITED

Date: 5th September 2001.

.....
(AUTHORISED SIGNATORY OF JORDANS (SCOTLAND) LIMITED)
Sole member and director

Oswalds
24 Great King Street
Edinburgh
EH3 6QN

Ref: 5A4717

SMRES 1.CFP

