

FILE COPY




**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3148926

The Registrar of Companies for England and Wales hereby certifies that
ALLCHEM (NOTTINGHAM) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ALLCHEM (MIDLANDS) LIMITED

Given at Companies House, Cardiff, the 6th February 1996


MRS. L. PARRY



C031489265

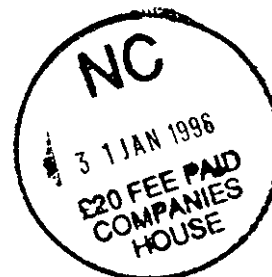
For the Registrar of Companies



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

HC006B

Company Number : 3148926



THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

SPECIAL RESOLUTION

OF

ALLCHEM (NOTTINGHAM) LIMITED

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 resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), 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.

It is resolved :

That the name of the Company be changed to

ALLCHEM (MIDLANDS) LIMITED

Dated this 22nd day of January 1996.

M. J. Hore

Signed :
for LONDON LAW SECRETARIAL LIMITED

[Signature]
.....
for LONDON LAW SERVICES LIMITED



Presented By : THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS, TEMPLE AVE, LONDON EC4Y 0HP

Our Ref : 58755