

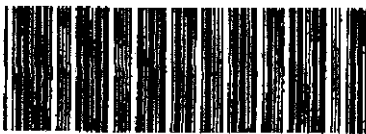
FILE COPY**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3498790

The Registrar of Companies for England and Wales hereby certifies that
HB (NEWCASTLE) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
HLC ENVIRONMENTAL HOLDINGS LIMITED

Given at Companies House, Cardiff, the 16th October 1998



C03498790F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

CON 05789/5M

NUMBER OF THE COMPANY: 3498790

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(pursuant to S.28 of the Companies Act 1985)

OF: HB (NEWCASTLE) LIMITED

PASSED: 15 September 1998

At an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at:-4 Churchill Court
58 Station Road
North Harrow
Middlesex HA2 7SA

on: Tuesday 15 September 1998

the subjoined Special Resolution was duly passed

**RESOLUTION**

That the name of the Company be changed to:

HLC ENVIRONMENTAL HOLDINGS LIMITED
CHAIRMAN

PLEASE RETURN THE CERTIFICATE OF CHANGE OF NAME TO:

SLIPPER & CO
CHARTERED ACCOUNTANTS
4 CHURCHILL COURT
58 STATION ROAD
NORTH HARROW
MIDDLESEX HA2 7SA