

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3091869

The Registrar of Companies for England and Wales hereby certifies that

AUTOFIL LIMITED

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

AUTOFIL WORLDWIDE LIMITED

Given at Leeds, the 4th September 1998



C030918693

A handwritten signature in black ink, appearing to read 'L. Parry'.

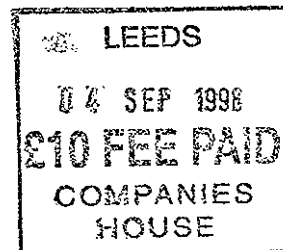
MRS. L. PARRY

For The Registrar Of Companies



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

COMPANY NO: 3091869



AUTOFIL LIMITED

MEMBERS WRITTEN RESOLUTIONS

PURSUANT TO SECTION 381A OF

THE COMPANIES ACT 1985

We the undersigned being all the members of the above named Company entitled for the purposes of Section 381A of the Companies Act 1985 to receive notice and attend and vote at a general meeting of the Company hereby pass the following resolutions and agree that the same shall for all purposes be as valid as if the same had been passed as special resolutions of the above named Company at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. THAT the memorandum of association of the Company be amended by adding new sub-clauses 3(j) and 3(k) as follows and re-numbering the existing sub-clauses 3(j) to 3(u) inclusive as 3(l) to 3(w):

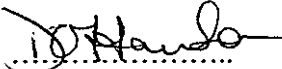
"3(j) To enter into guarantees, contracts of indemnity and suretyships of all kinds and to guarantee, grant indemnities in respect of or otherwise support or secure, whether by personal covenant or by mortgage, charge, standard security, lien or other security upon all or any part of the undertaking, property, assets, rights and revenues present or future and the uncalled capital of the Company, or by the creation and/or issue at par or at a premium or discount and with or without consideration and with such rights, powers and privileges and on such other terms (including without limitation as permanent, redeemable or repayable) as may be thought fit of debentures or debenture stock or securities of any other description or by any one or more of such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses of any stock, shares or securities) by any person, firm or company (whether or not any such person firm or company has objects or engages or is intending to engage in businesses similar to those of the Company) including without limitation any company which is for the time being the holding company or a subsidiary (both as defined as section 736 of the Companies Act 1985) of the Company or of any holding company of the Company or which is otherwise associated in any way with the Company.

RBS k100

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- 3(k) Except insofar as prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly-owned subsidiary (as defined in Section 736 of the Companies Act 1985) of the Company to be made by any person or company."
2. THAT the regulations in the form attached hereto marked "A" be and are hereby adopted as new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. THAT the name of the Company be changed to "Autofil Worldwide Limited".

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>No. of Shares</u>
3-9-98		Parkland Group plc By its duly authorised attorney	250 002

Note: In accordance with the provisions of section 381B (1) of the Companies Act 1985, a copy of this written resolution has been sent to the Auditors of the Company.