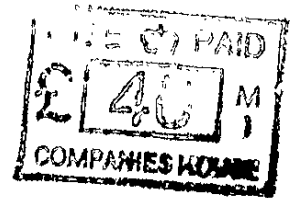


28.4.89



COMPANY NO.: 2186561

THE COMPANIES ACT 1985

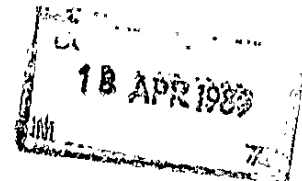
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

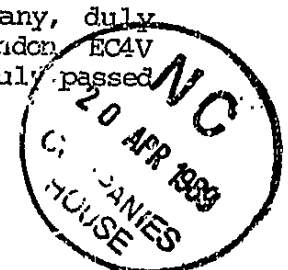
OF

STEMCOR MARKETING LIMITED

(Passed on the 17th day of April 1989)



At an Extraordinary General Meeting of the above-named Company, duly convened, and held at Walker House, 87 Queen Victoria Street, London ECAV 4AL on the 17th day of April 1989 the following Resolution was duly passed as a Special Resolution of the Company :

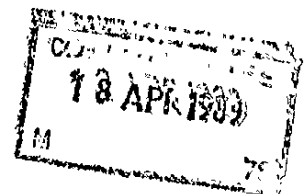


SPECIAL RESOLUTION

That the name of the Company be changed to "EUROSTEEL LIMITED".

[Handwritten Signature]

SECRETARY



[Handwritten Signature]
103396

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2186561

I hereby certify that

STEMCOR MARKETING LIMITED

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

EUROSTEEL LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 28 APRIL 1989


P. DEVAN

an authorised officer