

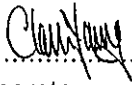
No. 90051

THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF
DURHAM CHEMICAL GROUP LIMITED

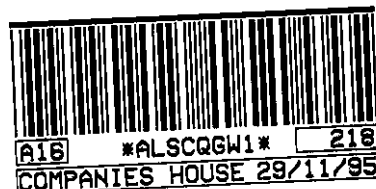
At an Extraordinary General Meeting of the Company duly convened and held at One Great Tower Street, London EC3R 5AH on 24 November 1995, the following Special Resolution was passed :-

SPECIAL RESOLUTION

"That the regulations set out in the printed document produced to this meeting, and for the purpose of identification signed by the Secretary, be approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, all the existing articles thereof."


.....
Secretary

24 November 1995



THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DURHAM CHEMICAL GROUP LIMITED

(Adopted by Special Resolution passed on 24 November 1995)

Preliminary

1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ('Table A'), shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, regulations 64, 73 to 75 inclusive and 82 to 83 inclusive of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. No form of Table A contained in any earlier enactment shall apply to the Company. Any words or expressions defined in the Companies Act 1985 ('the Act'), the Companies Act 1989 or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.

Transfer of Shares

2. The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, and regulation 24 of Table A shall be modified accordingly.

Directors

3. Unless and until otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 Table A shall be modified accordingly.

4. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A shall be deleted.

5. A director shall not be required to retire by rotation and regulations 76, 77 & 78 of Table A shall be modified accordingly.

6. The directors shall not be entitled to additional remuneration, fees, or expenses over and above those provided in their contracts of employment, unless the Company by ordinary resolution otherwise determines.

7. If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the equity share capital of the Company and regulations 76 to 78 and 81 of Table A shall be modified accordingly.

8. In regulation 93 of Table A the following words "either signed or approved by letter, telex, facsimile or telegram" shall be substituted for the word "signed" where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

9. A director, notwithstanding that he or, in the case of an alternate director, his appointer, or any person connected with him or (as the case may be) his appointer has an interest or duty (whether material or not) and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulations 94, 95, 96 or 97 of Table A shall not apply.

Proceedings of directors

10. Members of the board or any committee thereof may participate in a meeting of the board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

The Seal

11. Where the Act permits any instrument signed by one director and the Secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

Insurance

12. Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary, undertaking or pension fund.

Dividends

13. The directors may declare dividends in accordance with the respective rights of members. Regulation 102 of Table A shall not apply.

Single Member

14. If at any time, and for so long as, the Company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.