SPECIAL RESOLUTION

of BENFLEET SCRAP CO LIMITED

At an Extraordinary General Meeting of the members of the above company, duly convened and held at [Location] on 19th August 1991 the following SPECIAL RESOLUTION was duly passed:

'It was resolved that the Authorised Share Capital of the company be redesignated into 12,500 'A' ordinary shares of £1 each and 12,500 'B' ordinary shares of £1 each. Such 'A' and 'B' shares shall rank pari passu subject to the rights and restrictions contained in the Articles of Association of the company. It was also resolved that the one hundred existing issued shares held by Mr A R Leeman and Mr R B Leeman be designated as:

Mr A R Leeman 40 'A' ordinary shares
Mr R B Leeman 60 'B' ordinary shares

It was further resolved that the Articles of Association be amended by the insertion of clauses 6 and 7 below after clause 5, and that the existing clauses 6 to 28 be renumbered 8 to 30:

SHARE CAPITAL

6. The Share Capital of the Company is £25,000 divided into 12,500 'A' ordinary shares of £1 each and 12,500 'B' ordinary shares of £1 each. Such 'A' and 'B' shares shall rank pari passu subject to the rights and restrictions contained in the Articles of Association.

7. (i) So long as the Share Capital of the Company shall be divided into two or more classes of shares then subject to the rights of any persons entitled to shares with special rights as to dividend, the profits of the Company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes in shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of share to the exclusion of any other class or classes and that dividends at different rates may be declared on the respective classes of shares.

(ii) All dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. Clauses 102 to 108 in Table A shall be modified accordingly.'

__________________________
Chairman