

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 988844

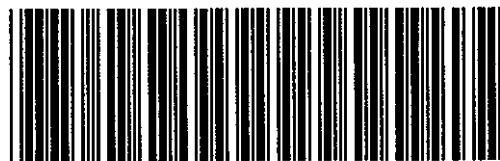
The Registrar of Companies for England and Wales hereby certifies that

SHANKS & MCEWAN (SOUTHERN WASTE SERVICES) LIMITED

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

SHANKS WASTE SERVICES LIMITED

Given at Companies House, Cardiff, the 24th May 1999



A handwritten signature in black ink, appearing to read 'S. Jones'.

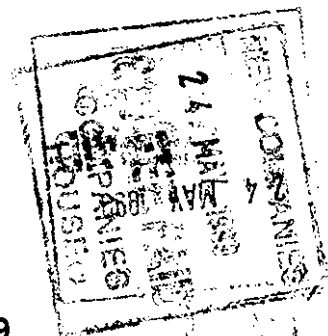
C00988844N

For The Registrar Of Companies



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

Company Number 988844



THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF

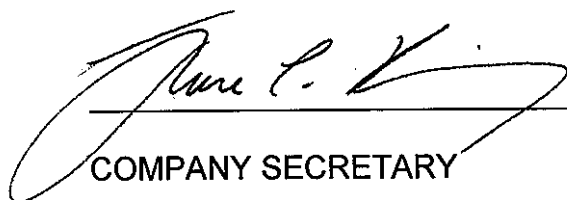
Shanks & McEwan (Southern Waste Services) Limited

At an extraordinary General Meeting of the Company duly convened and held at Astor House, Station Road, Bourne End, Buckinghamshire on Wednesday, 12 May 1999 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be exchanged with that of Shanks Waste Services Limited (Company Number 2563475) with effect from 24 May 1999.

DATED: 17 May 1999


COMPANY SECRETARY

