

Company Number 1190039

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
Baker & McKenzie
BAKER & MCKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

WRITTEN RESOLUTION OF
SAFETY-KLEEN UK LIMITED

We, the undersigned, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Clause 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is hereby resolved that:

The articles of association be amended by the addition of the attached article 24.

Dated this *1st* day of June 1998

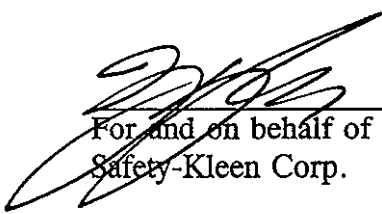

For and on behalf of
Safety-Kleen Corp.

ABB069CE.WP



OVERRIDING PROVISIONS

24. Whenever not less than 90 per cent of the issued ordinary shares of the Company are held by or on behalf of one member (the 'majority shareholder') the following provisions shall apply and in the event of any inconsistency shall have overriding effect as against all other provisions of these articles:
- 24.1 the majority shareholder may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed notwithstanding the terms of any agreement entered into in any particular case but without prejudice to any claim for damages in respect of the consequent termination of his office;
- 24.2 the directors may not issue any unissued shares without the consent of the majority shareholder;
- 24.3 any or all powers of the directors shall be restricted in such respects and to such extent as the majority shareholder may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the majority shareholder or, if the majority shareholder is a Company, on behalf of the majority shareholder by any two of its directors or by any one of its directors and its secretary or by some other person duly authorised for the purpose and validly appointed in that regard in accordance with the laws of the country in which such Company is domiciled. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the majority shareholder has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the

incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.