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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2806007

The Registrar of Companies for England and Wales hereby certifies that

DEAN CORPORATION PLC

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

ENVIRONMENTAL PROPERTY SERVICES PLC

Given at Companies House, London, the 8th December 1998



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A handwritten signature in black ink, appearing to read 'J Mayne'.

MR J MAYNE

For The Registrar Of Companies



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

Company Number: 2806007



THE COMPANIES ACT 1985-1989

ORDINARY AND SPECIAL RESOLUTIONS

of

DEAN CORPORATION PLC
(the "Company")

Passed on 7 December 1998

At an extraordinary general meeting of the Company, duly convened and held at the offices of Teather & Greenwood Limited, 12-20 Camomile Street, London EC3A 7NN on 7 December 1998 the following ordinary and special resolutions were duly passed by the Company:

ORDINARY RESOLUTION

1. **THAT**, the proposed acquisition by the Company of IPM Engineering Limited, pursuant to an agreement dated 5 November 1998 made between (1) the Company and (2) B. G. Ginger, D. Ginger and N. A. Morley (as more fully described in the letter from the Chairman of the Company contained in the circular dated 11 November 1998 to the Company's shareholders) be and is hereby approved.
2. **THAT**, conditionally on the passing of resolutions 4, 5 and 6:
 - (a) the Demerger (as defined and described in the circular of the Company dated 11 November 1998 (the "Circular")) be and is hereby approved;
 - (b) subject to the Demerger Conditions (as defined in the Circular) being satisfied or (where applicable) waived on or prior to 31 December 1998 upon the recommendation of the Directors and upon and subject to the terms set out and referred to in the Circular, a dividend on the ordinary shares of 0.5p each in the capital of the Company ("Ordinary Shares") is hereby declared payable to those holders of Ordinary Shares whose names appear in the register of members of the Company at 3pm on 7 December 1998 (or such later time and/or date as may be designated by the Directors as the Record Date for the Demerger, not being later than 3pm on 31 December 1998), such dividend to be satisfied by the allotment and issue by Artisan (UK) plc ("Artisan") of fully paid ordinary shares of 0.5p each in the capital of Artisan ("Artisan Shares") on the basis of one Artisan Share for each Ordinary Share held at that time.
3. **THAT**, the following changes be made to the rules of the Dean Corporation PLC Executive Share Option Scheme (the "Scheme"):
 - (a) the following rule 3.3. be removed
 - "3.3 Shares issued on the exercise of any Option and/or under Any Other Executive Share Scheme during the ten years from the Date of Adoption in excess of five per cent. of the issued ordinary share capital of the Company from time to time shall be subject to performance criteria which, in the opinion of the Directors, are challenging and reflect the performance of the Company in the preceding three years"

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and that rules 3.4 to 3.7 be renumbered according;

- (b) the words "the third anniversary of its Date of Grant" in rule 4.1(a) of the Scheme be replaced by the words "the date eighteen months after its Date of Grant";
- (c) the words "by reason of injury, disability, sickness, redundancy, retirement or any other reason at the direction of the Directors" be deleted from rule 4.1(c) of the Scheme;
- (d) the following rule 5.1(c) be removed: "an Option Holder giving notice to terminate or ceasing to be in employment, other than by reason of his death or any of those events specified in rule 4.1(c) for any reason;" or "and the following be inserted as a new rule 5.1(c):- "the date six months after an Option Holder ceases to be an Eligible Employee; or "; and
- (e) the following be inserted as a new rule 17 of the Scheme:

"17. Indemnity

All Option Holders by virtue of exercising their rights under the Scheme agree to indemnify and keep indemnified the Company against any charge to tax or other liability for which the Option Holder is chargeable but for which the Company may be liable to account to the Inland Revenue or other authority, arising either directly or indirectly from the grant, exercise or cancellation of any Option or related rights under the Scheme."

4. **THAT**, conditionally on the passing of resolution 5, the directors be and are hereby generally and unconditionally authorised for the purposes of the Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount of £156,873 provided that this authority shall expire (unless previously reviewed varied or revoked by the Company in general meeting) at the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fail to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired, any previous authority given to the directors for the purposes of Section 80 of the Act now ceasing to have effect;

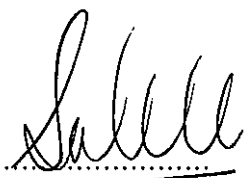
SPECIAL RESOLUTIONS

5. **THAT**, conditionally on the passing of resolution 4, the directors be and are hereby empowered, pursuant to Section 95 of the Act, to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by Resolution 4 above as if Section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

- (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £24,880,

provided that this authority shall expire (unless previously reviewed, varied or revoked by the Company in general meeting) on the date of the next Annual General Meeting of the Company to be held in 1999 or fifteen months from the date of this resolution, whichever is earlier, but so that the directors will be enabled to allot equity securities after such date in pursuance of an offer or agreement entered into prior to such date.

6. **THAT**, conditionally on the passing of resolution 2 and to the allotment and issue by Artisan of the Artisan Shares (as defined in such Resolution Number 3), the name of the Company be changed to "Environmental Property Services plc".


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Chairman

PRESENTED BY:

Taylor Joynson Garrett
Carmelite, 50 Victoria Embankment,
Blackfriars, London EC4Y ODX
Tel: 0171 353 1234
Ref: TES/APC/OCB