

NOTICE OF ILLEGIBLE PAGES

Companies House regrets that documents in this company's record have pages which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause



G

COMPANIES FORM No. 12

Statutory Declaration of compliance
with requirements on application
for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

[] [] [] [] [] []

[] [] [] [] [] []

* insert full
name of Company

Name of company

* MEDICAL WASTE (HOLDINGS) LIMITED

I, RICHARD FRANCIS TAPP

of 84 ECCLESTON SQUARE

LONDON

SW1V 1PX

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 11 Catherine Place
London SW1E 6DE

Declarant to sign below

the Sixth day of April
One thousand nine hundred and ninety three
before me [Signature]

R. C. Tapp

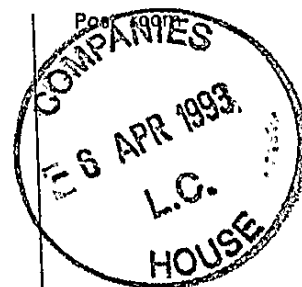
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

RICHARD FRANCIS TAPP
84 ECCLESTON SQUARE
LONDON
SW1V 1PX

RFT/OC

For official Use
New Companies Section





OYEZ

CHA1

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

For official use

MEDICAL WASTE (HOLDINGS) LIMITED

Registered office of the company on
incorporation.

RO

BLUE CIRCLE HOUSE

HOLBOROUGH

Post town SNODLAND

County/Region KENT

Postcode ME6 5PH

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name R F TAPP

RA

84 ECCLESTON SQUARE

Post town LONDON

County/Region

Postcode SW1V 1PX

Number of continuation sheets attached

1

To whom should Companies House
direct any enquiries about the
information shown in this form?

R F TAPP

84 ECCLESTON SQUARE

LONDON

Postcode SW1V 1PX

Telephone 071 245 8143

Extension

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS MR
WILLIAM DAVID
BLYDE
AD 26 HENLEY DRIVE

Post town GRAVESEND
County/Region KENT
Postcode DA11 8SX Country
I consent to act as secretary of the company named on page 1

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD DR
IAN GEOFFERY
WARD
AD 10 CONIFER AVENUE

Post town HARTLEY
County/Region KENT
Postcode DA13 8BX Country
Nationality NA BRITISH
DO 26 04 47
OC COMPANY DIRECTOR
OD SEE ATTACHED.

I consent to act as director of the company named on page 1

Signed

Date

Directors (continued)

(See notes 1 - 5)

Name***Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature****CD**

MR

WILLIAM DAVID

BLYDE

AD

26 HENLEY DRIVE

Post town GRAVESEND

County/Region KENT

Postcode DA11 8SX

Country

DO

2 6 0 6 5 6

Nationality

NA

BRITISH

OC

ACCOUNTANT

OD

I consent to act as director of the company named on page 1

Signed

W D Blyde

Date

19/2/93

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

R D Tapp

5 April 1993

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

2808927
060493
CCE

THE COMPANIES ACTS 1985 - 1989



A PRIVATE COMPANY LIMITED BY SHARES

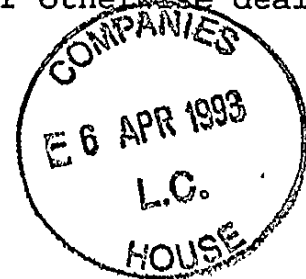
MEMORANDUM of ASSOCIATION

- of -

MEDICAL WASTE (HOLDINGS) LIMITED

1. The Company's name is MEDICAL WASTE (HOLDINGS) LIMITED.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To carry on business as a general commercial company, and
 - (b) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on (whether or not in the United Kingdom) and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
 - (c) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

NW 3000378
N/INC L4001/2
SOME 700



- (d) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (e) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- ...
- (f) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (g) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
-
- (h) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

- (i) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (j) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (k) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (l) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (m) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (n) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (o) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

- (p) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (q) If and only to the extent permitted by the Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (s) To procure the Company to be registered or recognised in any part of the world.
- (t) ~~To~~ do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (u) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
 - (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" means the Companies Act 1985 but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the Members is limited.
 5. The Company's share capital is £1,000,000 divided into 1,000,000 shares of £1 each.

WE, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses
of Subscribers

Number of Shares Taken
by each Subscriber

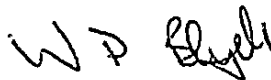
1. ERIC WILLIAM THOMSON DALKIN
Somerset's Farm
Wootton Rivers
Nr Marlborough
Wiltshire SN8 4NQ
Solicitor

One



2. WILLIAM DAVID BYLDE
26 Henley Drive
Gravesend
Kent DA11 8SX
Company Director

One



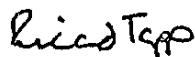
Total Shares Taken

Two

Dated 5 April

1993

Witness to the above signatures:



R F TAPP
84 Eccleston Square
London SW1V 1PX

Solicitor

THE COMPANIES ACTS 1985 - 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

- of -

MEDICAL WASTE (HOLDINGS) LIMITED

PRELIMINARY

1. Table A as contained in the Schedule to the Companies (Tables A - F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall, except as hereinafter provided and so far as the same is not inconsistent with the provisions of these Articles, apply to the Company.

CAPITAL

2. The share capital of the Company is £1,000,000 divided into 1,000,000 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes and to attach thereto any deferred, preferential, qualified or other special conditions, privileges, restrictions or rights.
-

SHARES

3. The Companies Act 1985, Section 89(1), shall not apply.
4. In addition to their rights to decline to register the transfer of a share under Table A, Regulation 24, the Directors shall have the absolute right without assigning any reason therefor to decline to register the transfer of a share (whether fully paid or not) to any person who is not already a member of the Company.

PROCEEDINGS AT GENERAL MEETINGS

5. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Acts, a poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote. Table A, Regulation 46, shall not apply.
6. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member (being an individual) present in person or by proxy and every member (being a corporation) present by a duly authorised representative or by proxy shall (subject to Article 7) have one vote and on a poll every such member shall have one vote for each share of which he is the holder. Table A, Regulation 54, shall not apply.
7. A member shall be entitled to appoint one or more other persons (whether members or not) as his proxy or proxies to attend on the same occasion and vote instead of him PROVIDED that:-
 - (a) Not more than one person shall be so appointed in respect of any one share;
 - (b) Where more than one proxy is so appointed by the same member the instrument of appointment may consist of one or more documents and in either case shall specify against the name of each proxy the number of shares held by such member to which the appointment relates;
 - (c) Any proxy appointed as aforesaid may vote on either a show of hands or on a poll as the case may be.
8. A Director shall be entitled to receive notice of and to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company notwithstanding that he is neither a member nor a proxy for a member. Table A, Regulation 44, shall not apply.
9. No objection shall be taken to any vote except at the meeting at which it is tendered or any adjournment thereof. Table A, Regulation 58, shall be modified accordingly.
10. The Chairman may, in his discretion, accept an instrument of proxy at any time notwithstanding that it has not been deposited in accordance with, or within the time limits specified in, Table A, Regulation 62, which shall be modified accordingly.

DIRECTORS

11. A Director may vote in respect of any matter or proposed matter or arrangement notwithstanding that he may have, directly or indirectly, an interest or a duty which is material and which conflicts or may conflict with the interests of the Company, and he shall be counted in the quorum present at a meeting of the Directors in relation to any such matter or proposed matter or arrangement. Table A, Regulations 94 and 95, shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The Directors shall not be subject to retirement by rotation. Table A, Regulations 73-75, shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
13. In addition and without prejudice to the provisions of the Companies Act 1985, Section 303 and 304, Blue Circle Industries PLC or, if Blue Circle Industries PLC shall not be a member of the Company, any subsidiary (as defined in the Companies Act 1985, Section 736) of Blue Circle Industries PLC which is for the time being a member (in this Article referred to as "the Appointer") may from time to time and at any time appoint any person or persons to be a Director or Directors of the Company and may at any time remove any Director whether appointed under this Article or otherwise. Every such appointment or removal shall be in writing and signed by any one Director or the Secretary of the Appointer and shall be effective forthwith upon the execution thereof or as otherwise specified in the written statement of appointment or removal.
14. The office of a Director shall be vacated:-
- (a) if he becomes legally disqualified from acting as a Director; or
 - (b) if—(not being a Managing Director, or holding any other executive office, for a fixed term) he resigns by writing under his hand left at the registered office; or
 - (c) if he has a receiving order made against him or makes any arrangement or composition with his creditors generally; or
 - (d) if he shall have become absent from meetings of the Directors for six months without leave of the Directors and the Directors shall resolve that his office be vacated; or

- (e) if he shall be removed from office by a resolution duly passed under the Companies Act 1985, Section 303; or
- (f) if he shall be removed from office pursuant to Article 13.

Table A, Regulation 81 (other than Regulation 81(c)) shall not apply.

ALTERNATE DIRECTORS

15. (1) Each Director shall have power from time to time to appoint any person to act as his alternate Director in his place during his absence and at his discretion to remove such alternate Director.
- (2) Any appointment or removal of an alternate Director may be made by letter, cable, facsimile or telex to the registered office of the Company, or in any other manner approved by the Directors. Any cable, facsimile, or telex shall be confirmed as soon as possible by letter signed by the Director who has made the appointment but meanwhile may be acted upon by the Company.
- (3) An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, while so acting, shall (unless otherwise provided in the notice of appointment of the alternate Director) enjoy all the rights of and discharge and exercise all the duties, functions and powers of the Director whom he represents.
- (4) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors stipulated for the time being but one person may act as alternate Director to more than one Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and, if he is himself a Director, his vote or votes as an alternate Director shall be in addition to his own vote provided that an alternate Director shall not be counted more than once in the quorum.
- (5) If a Director making any such appointment as aforesaid shall become legally disqualified from acting as a Director or shall cease for any reason to be a Director, the person or persons appointed by him shall thereupon cease to have any authority or power to act as an alternate Director.

- (6) Each person acting as alternate Director shall, while so acting, be deemed to be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of or for the Director by whom he was appointed.
- (7) Table A, Regulations 65-69, shall not apply.

PROCEEDINGS OF DIRECTORS

16. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in like form, each signed by one or more of such Directors. Provided that, where a Director is not himself in the United Kingdom but has appointed an alternate Director, the signature of such alternate Director (if in the United Kingdom) shall be required. Table A, Regulation 93, shall not apply.

THE SEAL

17. (1) If the Company has a seal the Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and, subject as hereinafter mentioned, every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by the Assistant Secretary or by a second Director or by some other person appointed by the Directors as an authorised signatory for that purpose. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal.
- (2) Table A, Regulation 101, shall not apply.

AUTHENTICATION OF DOCUMENTS

18. Any Director or the Secretary or the Assistant Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a

resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

NOTICES

19. A notice may be given by the Company to any person entitled to receive it either personally or by sending it by post or delivering it by hand to him or to his registered address or by telex, facsimile or other electronic means to that address or (if he has no registered address within the United Kingdom) to the address (if any) with the United Kingdom supplied by him to the Company for the giving of notices to him. Table A, Regulations 111 and 112, shall be modified accordingly.
20. In the case of a notice sent by telex, facsimile or other electronic means of transmission, proof that the recipient's answerback or other identification code was received by the sender at the time of sending such telex or other transmission shall be conclusive evidence that the notice was given. A notice so given shall be deemed to be given at the expiration of 12 hours after the transmission was made.
21. The Directors shall have the power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Companies Act 1985 from and after the bringing into force of Section 137 of the Companies Act 1989

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

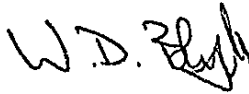
ERIC WILLIAM THOMSON DALKIN
Somerset's Farm
Wootton Rivers
Nr Marlborough
Wiltshire SN8 4NQ

Solicitor



WILLIAM DAVID BLYDE
26 Henley Drive
Gravesend
Kent DA11 8SX

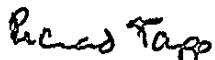
Company Director



DATED 5 April

1993

Witness:



R F TAPP
84 Eccleston Square
London SW1V 1PX

Solicitor

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 2808927

The Registrar of Companies for England and Wales hereby certifies that
MEDICAL WASTE (HOLDINGS) LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 6th April 1993

A handwritten signature in black ink, appearing to read 'C. Carr'.

MR. C. CARR

For The Registrar Of Companies



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

G

COMPANIES FORM No. 224

224

Notice of accounting reference date
(to be delivered within 9 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

Please complete
legibly, preferably
in black type, or
bold block
lettering

To the Registrar of Companies
(Address overleaf)

Company number

02808927

Name of company

* MEDICAL WASTE (HOLDINGS) LIMITED

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be
treated as coming to an end in each successive year is as shown below:

Important

The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 1 2

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

+ Insert

Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

W.D. Bayle

Designation +

Director

Date

15/11/97

Presenter's name address and
reference (if any):

WD Bayle
Blue Gull House
HARBOROUGH
SUSSEX
KENT ME6 5PL

For official use

D.E.B.

Post room

16 NOV 1997

HOUSE

HR102B

COMPANY NUMBER 2808927

MEDICAL WASTE (HOLDINGS) LIMITED

SPECIAL RESOLUTION pursuant to section 252 of the Companies Act 1985.

At a general meeting of the company held on 3 October 1994 the following Special Resolution was passed:

That in accordance with section 252 of the Companies Act 1985 the company shall be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

Signed

W D [Signature]

Secretary

Date

3/10/94

