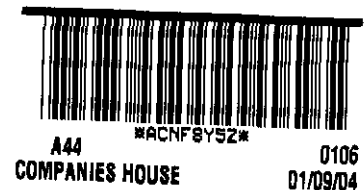


Company No 2917688

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS  
OF



EURO DISMANTLING SERVICES LIMITED

Passed the 27 day of AUGUST 2004

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date Resolutions 1 and 2 were duly passed as SPECIAL RESOLUTIONS of the Company:

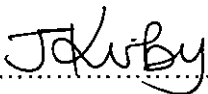
**SPECIAL RESOLUTIONS**

1. THAT the objects clause of the memorandum of association of the Company be altered by the deletion of sub-clause (v) of clause 3 thereof and the insertion of the following new sub-clause (v) in substitution therefor:

"(v) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments (whether in money or in money's worth) to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by section 736 of the Companies Act 1985 (as amended) or otherwise associated with the Company in business or who are or were at any time directors or officers of the Company or of any such other company aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit-sharing schemes for the benefit of any employees of the Company or of any company which is for the time being the Company's holding or subsidiary company as defined by section 736 of the Companies Act 1985 (as amended) and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid."

2. THAT regulation 18(b) of the articles of association of the Company be deleted and the following article be inserted in substitution therefor:

"The salary or remuneration of any managing director, executive director or senior or other employee of the Company shall, subject as provided in any service agreement, be such as the Directors may from time to time determine and may either be a fixed sum of moneys, or may be determined in whole or in part by reference to the business done or profits made, or may include the transfer in whole or in part (whether with or without consideration or the assumption of liabilities) (including the assignment of all or any rights and interest therein) to him or assignment of securities or securities futures options to acquire securities, government bonds or contracts for the future purchase of HM Government bonds or options to acquire government bonds, or may include the making of provisions for the payment to him, his widow or other dependents of a pension on retirement from the office or employment to which he is appointed and for the participation in pension and life assurance benefits, or may be upon such other terms as the Directors determine."

  
.....  
Chairman