

FILE COPY



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

Company No. 4259561

The Registrar of Companies for England and Wales hereby certifies that
CORROSION & ENVIRONMENTAL SERVICES LIMITED

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

Given at Companies House, Cardiff, the 26th July 2001



N04259561J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

CORROSION & ENVIRONMENTAL
SERVICES LIMITED

I, JANICE MARGARET PUDDIFOOT

of 10 BEAN LEACH DRIVE, STOCKPORT

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~†~~ ^{SECRETARY OF A COMPANY} ~~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 of the
Companies Act 1985] and that all the requirements of the Companies Act
1985 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 Statutory Declarations Act 1835.

Declarant's signature

Janice Margaret Puddifoot

Declared at

10 BEAN LEACH DRIVE, STOCKPORT

Day Month Year

On

24 07 2001

● Please print name.

before me ●

JOHN PUDDIFOOT

Signed

John Puddifoot

Date

24th July 2001

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

JOHN PUDDIFOOT-CHARTERED SEC, 10
BEAN LEACH DRIVE, STOCKPORT

SK2 5HZ

Tel 0161 483 4094

DX number

DX exchange



A40
COMPANIES HOUSE

0634
25/07/01

Form revised June 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

For the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

CORROSION & ENVIRONMENTAL
SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

WOODBINE COTTAGE

THE SQUARE, WENSLEY

Post town

MATLOCK

County / Region

DERBYSHIRE

Postcode

DE4 2LL

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

JOHN PUDDIFOOT-CHARTERED SEC.

Address

10 BEAN LEACH DRIVE

Post town

STOCKPORT

County / Region

CHESHIRE

Postcode

SK2 5HZ

Number of continuation sheets attached

0

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

JOHN PUDDIFOOT-CHARTERED SEC.,
10 BEAN LEACH DRIVE, STOCKPORT

SK2 5HZ

Tel 0161 483 4094

DX number

DX exchange



A40
COMPANIES HOUSE

0682
25/07/01

Form revised July 1998

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		CORROSION & ENVIRONMENTAL SERVICES LIMITED	
NAME	*Style / Title		*Honours etc
Forename(s)		THE	
Surname		SECRETARY LIMITED	
Previous forename(s)			
Previous surname(s)			
Address		10 BEAN LEACH DRIVE	
Usual residential address		OFFERTON	
For a corporation, give the registered or principal office address.			
Post town		STOCKPORT	
County / Region		CHESHIRE	Postcode SK2 5HZ
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		For THE SECRETARY LIMITED <i>M. P. ...</i>	Date 24th July 2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc
Forename(s)		THE	
Surname		DIRECTOR LIMITED	
Previous forename(s)			
Previous surname(s)			
Address		10 BEAN LEACH DRIVE	
Usual residential address		OFFERTON	
For a corporation, give the registered or principal office address.			
Post town		STOCKPORT	
County / Region		CHESHIRE	Postcode SK2 5HZ
Country		ENGLAND	
Day Month Year			
Date of birth	08	03	1995
Nationality		ENGLAND & WALES	
Business occupation		DORMANT COMPANY	
Other directorships		NONE	
I consent to act as director of the company named on page 1			
Consent signature		For THE DIRECTOR LIMITED <i>M. P. ...</i>	Date 24th July 2001

Directors (continued) (see notes 1-5)

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

*(i.e those who signed
as members on the
memorandum of
association).*

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

1000000
127087 4-28561

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF



CORROSION & ENVIRONMENTAL SERVICES LIMITED

1. The name of the Company is Corrosion & Environmental Services Limited.
2. The registered office of the Company will be situate in England and Wales.
3. The objects of the Company are:-

(A) To carry on business as a general commercial company. Without prejudice to the generality of the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following additional objects.

(B) To carry on any business which may in the opinion of the directors of the Company be conveniently carried on by the Company.

(C) To purchase, take on lease or in exchange, hire and otherwise acquire any land, buildings, easements, machinery, plant, vehicles and stock in trade, and any other real and personal property, rights or privileges whatsoever which the Company may think necessary or convenient for the purposes of its business, and to let out, license of otherwise dispose of such part of such property as may not be immediately required for the principal business of the Company.

(D) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, trade marks, designs, licences, concessions, and the like conferring any exclusive or non-exclusive of limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information acquired.

(E) To acquire by purchase or otherwise any data, lists, computer programs or processes, or other information or instructions (whether stored or held in written, electronic, magnetic or other form) which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company; and to use, exercise, record, update, process and exploit any such information or instructions so acquired.

(F) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to

advance the interests of the Company, and to join with any other person or company in doing any of these things.

(G) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(H) To subscribe for, take, or otherwise acquire, and hold shares, debentures, or other securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company and to establish or promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.

(I) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(J) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.

(K) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional 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 extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company, and to take any proceedings in any court for relief whether declaratory or otherwise which may seem expedient.

(L) To pay for any rights of property acquired by or for any services rendered to the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

(M) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.

(N) To invest and deal with the moneys of the Company not immediately required in any manner and to lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies.

(O) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(P) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, bonuses or payments of any kind whatsoever to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and 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 and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(Q) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or Directors or past employees or Directors of the Company or of its predecessors in business, or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.

(R) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

(S) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.

(T) To purchase, or to provide financial assistance for the purchase of any shares in the capital of the Company to the extent permitted by the Company's regulations and by law, and to establish and promote the holding of shares in the Company by its employees whether by a scheme recognised by Statute or otherwise and to make gifts in connection with the acquisition or disposal of any shares of the Company.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To make provision in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary of the Company for the benefit of persons employed or formerly employed by the Company or that subsidiary with the sanction of an ordinary resolution of the Company or a resolution of the Directors.

(W) To act as agents or brokers and as trustees for any person or Company and to undertake and perform sub - contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub - contractors, trustees or otherwise.

(X) To do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT

(a) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given to them, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company, and

(c) none of the sub-clauses of this clause or the object or objects specified in them or the powers conferred by them shall be deemed subsidiary or ancillary to the object or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to attain all or any of the objects conferred by or provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.

5. The Company's share capital is £100,000 divided into 100,000 shares of £1 each. The share capital of the Company may be increased, or reduced by any means lawful and in accordance with its regulations, may be divided into separate classes and may have attached thereto whether on issue or subsequently such rights and restrictions as to dividend, capital, voting or otherwise as the Company shall in accordance with its regulations decide.

We, Corporate Registrars (Nominees) Limited of 10 Bean Leach Drive, Offerton, Stockport, Cheshire, SK2 5HZ, the subscriber to this Memorandum of Association, wish to form a Company in pursuance of this Memorandum and agree to take one share.

SIGNED: *MR Paul A. Fox* (For Corporate Registrars (Nominees) Limited)

DATED: *24th July 2001*

WITNESS to the above signature: *L. G. Gichero*
Lesley Gichero
17 Bean Leach Avenue
Stockport SK2 5JA

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CORROSION & ENVIRONMENTAL SERVICES LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company subject to the following exclusions and modifications. Regulations 8, 40, 41, 64, 73-80, 94-97, 101, 113 and 118 of Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered for sale to the public.

SHARES

3. The Directors of the Company may subject to Article 5 hereof allot relevant securities (as defined by Section 80 of the Act) comprised in the share capital with which the Company was incorporated within the period of five years from the date of incorporation of the Company. This authority may be revoked or varied by an ordinary resolution of the Company in general meeting, but the Directors shall be entitled at any time before the expiry of this authority to make any offer or agreement which will or might require the said relevant securities to be allotted after the expiry of such authority.

NEW SHARES

4. The Directors may, subject to due authority in accordance with Section 80 of the Act and further subject to Article 5 hereof exercise all the powers of the Company to allot, grant options over, or otherwise deal with or dispose of any relevant securities comprised in any new share capital of the Company created after incorporation.

5. (a) Any shares in the Company shall, before being allotted by the Directors, first be offered to the members of the Company in proportion (as nearly as possible) to the existing shares held by them. The said offer shall be in writing and shall state a time within which the offer, if not accepted, will be deemed to have been declined. Such time shall be not less than twenty one days from the date of the offer,

(b) Any shares so offered which have not been accepted within the given time limit (as well as shares not previously offered by reason of difficulty of apportionment) shall be offered to those members who have accepted the offer of shares in the same manner required by sub -clause (a) above, save that the time within which such further offer shall be deemed to have been declined need not exceed fourteen days.

(c) Any shares which remain unaccepted after being offered in accordance with sub - clause (b) above, or which have not been offered due to difficulty of apportionment may be allotted or disposed of by the Directors in such manner as they think most beneficial to the Company save that such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members.

(d) No shares allotted or disposed of under Clause (c) above shall be taken up by the Directors or persons connected with them within the meaning of Section 346 of the Act unless either the Company in general meeting sanctions in advance such allotment or disposal or all the members are Directors of the Company.

(e) Section 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

LIEN

6. The Company shall have a first and paramount lien on every share for all moneys, if any (whether presently payable or not) payable at a fixed time, or called in respect of that share and shall also have such lien on all shares standing registered in the name of any member whether solely or as one of the joint holders for all moneys presently payable by him or his estate to the Company, The Directors may at any time declare any share (other than a share held by a Director) to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable by the Company on that share whether by dividend or otherwise.

NOTICE OF GENERAL MEETING

7. Every notice calling a general meeting of the Company shall contain a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a member, and regulation 38 of Table A shall be modified accordingly. The second sentence of regulation 59 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

8. Save as provided by Section 370A of the Act, no business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business. Unless the Company shall by ordinary resolution otherwise decide, two persons entitled to vote upon the business to be transacted, each being a member, or a proxy for a member, or a duly authorised representative of a corporation, shall be a quorum.

9. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine and if no quorum is present within half an hour from the time appointed for such adjourned meeting , the meeting shall stand dissolved.

DIRECTORS

10. Unless otherwise determined by ordinary resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum, but shall not be less than one. If there is only one Director of the Company, that person may exercise all the powers given to the Directors by these Articles of Association, or by law. Regulations 89 and 90 of Table A shall be modified accordingly.

BORROWING POWERS OF DIRECTORS

11. The Directors may exercise all the powers of the Company to borrow money without limit and subject to these Articles and the Act to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

APPOINTMENT OF DIRECTORS

12. Subject to the following provisions, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

13. No person shall be appointed a Director at any general meeting unless:-

(a) he is recommended by the Directors; or

(b) not less than seven nor more than thirty-five clear days before the date appointed for the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment, together with a notice in writing signed by that person of his willingness to be appointed.

14. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed in accordance with these Articles as the maximum number of Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. A Director shall vacate office if he resigns by notice in writing to the Company. A notice once given may not be withdrawn. Regulation 81 sub-rule (d) of Table A shall be modified accordingly.

16. A person shall not be disqualified from appointment as a Director, nor from continuing to hold office as a Director, by reason only of having attained the age of seventy years, or any other age.

17. In addition to any other powers of removal given by the Act or by these Articles, a Director may be removed from office by extraordinary resolution of the Company.

DIRECTORS' INTERESTS

18. Subject to the Act a Director may enter into or be interested in any contract or arrangement with the Company and may vote in respect of any such contract or arrangement and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall vote his vote shall be counted.

CHAIRMAN

19. The Directors may, on appointing a Chairman of the Board of Directors, determine the period for which he is to hold office and regulation 91 of Table A shall be modified accordingly.

INDEMNITY

20. (a) Every Director, other Officer or Auditor of the Company shall be indemnified out of the assets of the Company against losses or liabilities which he may incur or bear during or in connection with the execution of the duties of his office or otherwise relating thereto, including any liability incurred by him in defending proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which the court grants him relief, and no Director or other officer shall be liable for any loss, damage or misfortune which may be incurred by or befall the Company in the execution of the duties of his office or relating thereto. However, this article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors are empowered to purchase and keep in force for any Director, other Officer or Auditor of the Company, insurance against any such liability referred to in Section 310(1) of the Act.

SEAL

21. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

TRANSFER OF SHARES

22. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share and regulation 24 of Table A shall be modified accordingly.

**Corporate Registrars (Nominees) Limited, 10 Bean Leach Drive,
Offerton, Stockport, Cheshire SK2 5HZ**

SIGNED: *M. R. [Signature]* For Corporate Registrars (Nominees) Limited)

DATED: 24th July 2001

WITNESS to the above signature: *L. G. Gichero*
Lesley Gichero
17 Bean Leach Avenue
Stockport SK2 5JA