

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2918341

The Registrar of Companies for England and Wales hereby certifies that
INHOCO 330 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ATC TUGMENS TRUSTEES LIMITED

Given at Companies House, Cardiff, the 30th June 1994

V J Kendrick
MRS V J KENDRICK

For the Registrar of Companies



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

HC006B

Company Number: 2918341



J05V12CR

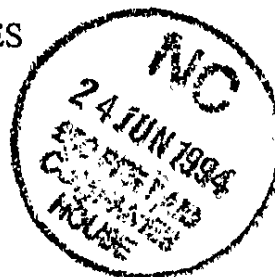
JMA RECEIPT DATE: 23/06/94

30/6

THE COMPANIES ACT 1985 & 1989

PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
INHOCO 330 LIMITED

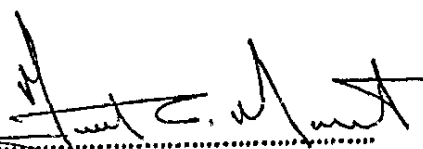


At an Extraordinary General Meeting of the above named Company duly convened and held at 11 Marina Court, Castle Street, Hull on the 15th day of JUNE 1994 the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association be altered with respect to the objects of the Company by adopting in substitution for and to the exclusion of the present objects clause 3 the new clause 3 submitted to this meeting and approved without amendment.
2. THAT the regulations contained in the document submitted to this meeting be approved and adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof.
3. That the name of the Company be changed to:-

ATC TUGMENS TRUSTEES LIMITED


.....
Secretary

2918341

3. The objects for which the Company is established are:-

- (a) To undertake and discharge the office and duties of trustee (with or without undertaking the management and administration) of The Pension and Life Assurance Scheme of The Alexandra Towing Company Limited as now constituted or as hereafter may be reconstituted.
- (b) To undertake and discharge the office and duties of trustee (with or without undertaking the management and administration) of any pension, superannuation, provident or benefit fund or scheme which may from time to time be established or formed for the benefit of members of The Pension and Life Assurance Scheme of The Alexandra Towing Company Limited.
- (c) To accept and undertake the duties of any such office of trustee as aforesaid either gratuitously or otherwise.
- (d) To exercise all such powers, authorities and discretions as may from time to time be vested in the Company as such trustee as aforesaid.
- (e) To invest the trust moneys for the time being held by the Company as such trustee as aforesaid in and upon such securities or investments or Pension Contract with an insurance company as may be authorised by the Rules of the said Scheme or by any trust deed or deeds or documents constituting such fund or funds or by Statute and in accordance with the respective provisions of the said Rules or any such trust deed or deeds relating to investment.
- (f) To all such other things in the execution of any such trusts as aforesaid as may from time to time be authorised.
- (g) To do all such other things as may be incidental or conducive to the attainment of the above objects.