

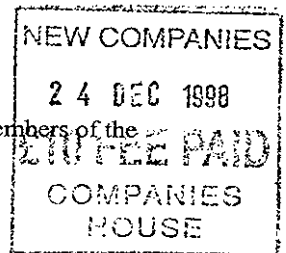
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GKN Bolts and Nuts Limited

Company Number 184343

I hereby certify that the following resolutions were passed as written resolutions of the members of the Company in accordance with S381A of the Companies Act 1985 on 10th December 1998.

**SPECIAL RESOLUTION**

- (a) That the name of the Company be changed to GKN U.S. Investments Limited.

SPECIAL RESOLUTION

- (b) That the Memorandum of Association of the Company be amended by adding to Clause 3, as sub clauses (1), the following and by renumbering the existing sub-clauses accordingly:

"(1) To incorporate or acquire in any manner the securities, shares or capital of or any interest in any other corporation or body, whether subsidiary or otherwise, the acquisition of an interest wherein may appear to be beneficial to the interests of the Company; to control, co-ordinate and manage, through the holding of the securities, shares and interests in subsidiary and other companies, corporations and bodies, the businesses, activities and affairs of the same or any of them; to finance and aid any such companies, corporations or bodies by loans, guarantees, payments for group relief, or otherwise; to invest the moneys of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any company, corporation, governmental or other authority, trust, firm or person constituted or carrying on business in the United Kingdom and elsewhere and to acquire by purchase or otherwise for any estate of interest and to hold for investment real and personal property of every description or kind; and generally to carry out all the functions of a holding company."

SPECIAL RESOLUTION

- (c) That Articles of Association in the form annexed hereto be adopted in substitution for the existing Articles of Association of the Company.

ORDINARY RESOLUTION

- (d) That the authorised share capital of the Company be increased from £200,000 to £5,000,000 by the creation of an additional 4,800,000 ordinary shares of £1 each.

ORDINARY RESOLUTION

- (e) That the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £4,800,000 provided that this authority shall expire on 31st July 1999 save that the Company may before such expiry make an offer or agreement which would or might require such relevant securities to be allotted after such expiry.

SPECIAL RESOLUTION

- (f) That where the Directors of the Company are generally authorised for the purposes of Section 80 of the Companies Act 1985 to allot ordinary shares of the Company they be further authorised to allot for cash ordinary shares of the Company (otherwise than by way of rights or in pursuance of an employees share scheme) and rights to subscribe for or to convert any security into ordinary shares of the Company and to make offers or agreements prior to 31st July 1999 which would or might require ordinary shares to be so allotted thereafter and Section 89(1) of the Companies Act 1985 shall not apply to allotments made pursuant hereto.

Dated this 10th day of December 1998

Judith Felton

Mrs J.M. Felton
Secretary



No. 184343

THE COMPANIES ACT 1929
and
THE COMPANIES ACTS, 1985 and 1989

COMPANY LIMITED BY SHARES

NEW

Articles of Association
(adopted on 10th December 1998)

of

GKN BOLTS AND NUTS LIMITED

Incorporated on 13th September 1922

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THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

Articles of Association

of

GKN BOLTS AND NUTS LIMITED

As adopted by Special Resolution passed on 10th December 1998

PRELIMINARY

1. Except as set out below the regulations contained in the form of Table A ("Table A") in force pursuant to the Companies Act 1985 ("the Act") at the date of the Special Resolution referred to above shall apply to the Company.
2. The Company is a private company.

POWERS AND DUTIES OF DIRECTORS

3. Subject to the provisions of Section 317 of the Act as to disclosure of interest, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered, and accordingly Regulations 94, 95 and 96 of Table A shall not apply.
4. Regulation 72 of Table A shall be amended by the deletion of the first sentence and the substitution thereof of the following: "The Directors may delegate their powers to any nominee or committee consisting of one or more individuals who need not be Directors."
5. Regulation 87 of Table A shall not apply.

In relation to past and present Directors and employees and their families or dependants or any of them, the Directors may:-

- (a) establish and maintain pension, superannuation, insurance and similar schemes,
- (b) contribute to associations or funds which may benefit any such persons, and
- (c) pay such expenses and contributions and do such other things in relation to such schemes, associations or funds as the Directors may think fit.

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APPOINTMENT AND REMOVAL OF DIRECTORS

6. (a) So long as any person ("a majority holder") holds more than 50 per cent of the issued ordinary share capital of the Company, regulations 73 - 80 of Table A shall not apply.

(b) The majority holder shall have power at any time and from time to time by notice in writing to the Company:

(i) to appoint any person a Director, and

(ii) to remove any Director from office.

Where the majority holder is a body corporate, such notice shall be in writing and signed by a Director or the Secretary of such body corporate.

PROCEEDINGS OF DIRECTORS

7. A meeting of the directors or of a committee of the Board may consist of a conference between parties who are not all in one place, but each of whom is able (directly or by telephonic communication) to speak to each of the others simultaneously. Any party taking part in such conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the Chairman of the meeting then is. The word 'meeting' in these articles shall be construed accordingly.

WRITTEN RESOLUTIONS

8. Regulation 53 of Table A shall not apply. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several instruments in like form each executed by one or more members. For the purpose of this article in the case of joint holders of a share the signature of any one of such joint holders and where any member is a body corporate the signature of a Director or the Secretary or other duly authorised officer, shall be sufficient.

INDEMNITY

9. The Directors shall have 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 of the Act.

Certified a true copy



Secretary
21st December, 1998

