

Company No: 434274

SORTEX LIMITED

**PRINT OF WRITTEN RESOLUTIONS OF THE
SOLE MEMBER OF THE ABOVE NAMED COMPANY**

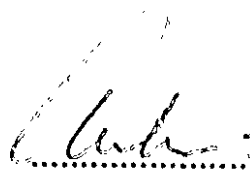
Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 which is incorporated in the Articles of Association of the Company the following resolutions were signed by the sole member of the Company on the 27 April 1994:- X

ORDINARY RESOLUTION

1. To increase the authorised share capital of the Company by £1,000,000 to £1,250,000 by the creation of an additional 1,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing shares in the Company.

SPECIAL RESOLUTION

2. To adopt new Articles of Association in the form annexed and initialled by us for identification in place of the existing Articles of Association of the Company.


.....

Director

Presented by:-

STEPHENSON HARWOOD
One St Paul's Churchyard
London EC4M 8SH

Ref: 112/671



Registered no. 434274

Companies Acts 1985 - 1989

COMPANY LIMITED BY SHARES

¹NEW ARTICLES OF ASSOCIATION

of

² SORTEX LIMITED

1 PRELIMINARY AND INTERPRETATION

1.1 The regulations contained in Table A ("Table A") in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall apply to the Company except where excluded or (varied by these Articles. The regulations in any Table A applicable to the Company under any former legislation relating to companies shall not apply.

1.2 In these Articles and in the regulations of Table A that apply to the Company unless inconsistent with the context or otherwise specified:

1.2.1 the following expressions have the following meanings:-

¹ *adopted by special resolution passed on 29 April 1994*

² *name changed to Gunson Overseas Trading Limited from Beno Balint & Sons (Great Britain) Limited by special resolution dated 18 May 1960 and to Gunson's Sortex Limited by special resolution dated 21 August 1963 and to Sortex Limited by special resolution dated 15 October 1985.*



"Act"	:	the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
"Articles"	:	the articles of association of the Company for the time being;
"clear days"	:	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Company"	:	Sortex Limited;
"director"	:	includes any validly appointed director of the Company whether or not designated by these Articles as an "A" Director or a "B" Director.
"executed"	:	includes any mode of execution;
"holder"	:	in relation to shares, the member whose name is entered in the register of

members as the holder of such shares;

"Office" : the registered office of the Company for the time being;

"person of unsound mind" : a person who is, or may be, suffering from mental disorder and where either:

- (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- (b) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

"seal" : the common seal of the Company;

"Secretary" : the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"United Kingdom" : Great Britain and Northern Ireland;

1.2.2 references to articles are to numbered paragraphs of these Articles;

1.2.3 words or expressions contained in these Articles and in the regulations of Table A that apply to the Company bear the same meaning as in the Act, but excluding any statutory modification of it not in force when these regulations become binding on the Company;

1.2.4 words importing the singular include the plural and vice versa, words importing the masculine include the feminine gender and vice versa and words importing natural persons also include corporations; and

1.2.5 the headings in these Articles are for convenience only and shall be ignored in construing the language or meaning of these Articles. Regulation 1 of Table A shall not apply.

2 SHARE CAPITAL

2.1 The unissued shares in the capital of the Company for the time being shall be under the control of the directors, who are hereby generally and unconditionally authorised to allot, grant options over or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in section 80(2) of the Act) to such persons, on such terms and in

such manner as they think fit, but subject to any agreement binding the Company, provided that the authority contained in this article, to the extent that it relates to relevant securities (as defined in section 80(2) of the Act) shall, unless revoked or varied in accordance with section 80 of the Act:-

2.1.1 be limited to a maximum nominal amount of shares equal to the amount of the authorised share capital at the date of adoption of these Articles; and

2.1.2 expire on the fifth anniversary of the date of adoption of these Articles, but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the directors after such anniversary of their powers pursuant to such authority.

In exercising their authority under this article the directors shall not be required to have regard to sections 89(1) and 90(1) to (6) (inclusive) of the Act which sections shall be excluded for all purposes from applying to the Company.

3 LIEN

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person, whether alone or jointly with any other person or persons, for all debts and liabilities payable by him or his estate to the Company.

The Company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply.

4 TRANSFER OF SHARES

No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the directors who may, in their absolute discretion and without giving any reason, refuse so to do. The first sentence of Regulation 24 of Table A shall not apply.

- 5 The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 of Table A shall be modified accordingly.

6 PROCEEDINGS AT GENERAL MEETINGS

- 6.1 A poll may be demanded by the chairman or any member present in person, by proxy or by duly authorised representative and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 6.2 In the case of a corporation, a resolution in writing may be signed on its behalf by one of its directors, its secretary or other duly authorised officer or representative. Regulation 53 of Table A shall be extended accordingly.
- 6.3 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors. In Regulation 38 of Table A the words "in the case of special business" shall be added before the words "the general nature of the business to be transacted".

- 6.4 If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.
- 6.5 A corporate representative present at any general meeting by proxy shall be entitled to vote on a show of hands. In Regulation 54 of Table A the words "or proxy" shall be added after the words "duly authorised representative".

7 VOTES OF MEMBERS

An instrument appointing a proxy or duly authorised representative (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy of it) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the Office) at least one (1) hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken other than at, or on the same day as, the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding the meeting or adjourned meeting or poll. An instrument of proxy or appointment of duly authorised representative shall not be treated as valid until such delivery shall have been effected. An instrument appointing a proxy or duly authorised representative may, in the case of a corporation, be signed on its behalf by one of its directors, its secretary or other duly authorised officer or representative. Regulation 62 shall not apply.

8 ALTERNATE DIRECTORS

Any director (other than an alternate director) may appoint any other director or any other person approved by a majority of the other directors and willing to act to be his alternate, and may remove from office any alternate appointed by him. An alternate may also be removed from office by a resolution of the Board. An alternate shall be entitled at any meeting of directors or committee of directors to the same number of votes as the director

or directors he represents in addition (if he is a director) to his own vote(s), but he shall not be counted more than once for the purpose of ascertaining whether a quorum is present. Regulations 65 and 67 of Table A shall be modified accordingly.

9 POWERS OF DIRECTORS

The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director or former director who has held any salaried office or place of profit with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or any such subsidiary or to any member of his family (including a spouse and a former spouse) or to any person who is or was dependent on him and may (before as well as after he ceases to hold such office or place of profit) make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance and may make payments for or towards the provision by means of insurance or otherwise of benefits for any such person. Regulation 70 of Table A shall be extended accordingly.

10 DELEGATION OF DIRECTORS' POWERS

A committee of the directors must include at least one "A" Director and the quorum for a meeting of any such committee shall throughout the meeting include at least one "A" Director. Regulation 72 of Table A shall be modified accordingly.

11 APPOINTMENT OF DIRECTORS

11.1 The holder or holders of a majority in nominal value of the issued shares of the Company may from time to time appoint one or more persons to be a director or directors of the Company. Each person holding office pursuant to this article 11.1 shall be designated as an "A" Director.

11.2 Each "A" Director shall hold office subject to article 12 and may at any time be removed from office by the holder or holders of a majority in nominal value of the issued shares of the Company.

- 11.3 Any such appointment or removal by the holder or holders of a majority in nominal value of the shares shall be in writing served on the Company, signed by the holder or holders of a majority in nominal value of the shares and stating that the appointment is made pursuant to this Article 11. In the case of a corporation such document may be signed on its behalf by a director or its secretary or by its duly appointed attorney or duly authorised representative. Such appointment or removal shall take effect upon its receipt at the Office. Regulations 73 to 80 inclusive of Table A shall not apply.
- 11.4 Any director of the Company who is not an "A" Director shall be designated as a "B" Director. For the avoidance of doubt no special voting or other rights shall exist in relation to "B" Directors.

12 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 12.1 The office of a director shall be vacated in any of the events specified in Regulation 81 of Table A save that the following paragraphs shall be substituted for paragraphs (d) and (e):-
- "(d) not being a director who is employed under a contract which precludes resignation, he resigns his office by notice in writing deposited at the Office or submitted at a meeting of the directors; or
 - (e) he shall be required to resign his office by notice in writing signed by the holder or holders of a majority in nominal value of the issued shares of the Company and deposited at the Office or submitted at a meeting of the directors.
- 12.2 No director shall be required to retire or vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason of his having attained any particular age. Regulations 73 to 77, Regulation 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 67 of Table A all words after the semicolon and in Regulation 78 of Table A the words "Subject as aforesaid" and the words "and

may also determine the rotation in which any additional directors are to retire" shall be omitted.

- 12.3 The Company may by extraordinary resolution remove any director (including a director holding any executive office but without prejudice to any claim he might have for damages) before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

13 PROCEEDINGS OF DIRECTORS

- 13.1 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and manner of despatching business as they think fit. A director may, and a secretary at the request of a director shall, call a meeting of directors. A quorum for a meeting of the directors shall throughout the meeting be at least one "A" Director. Regulations 88 and 89 of Table A shall not apply.
- 13.2 Questions arising at any meeting of the directors or of any committee shall be decided by a majority of the votes cast which shall include votes deemed to have been cast in accordance with this Article 13.
- 13.3 On any matter which is put to a vote at a meeting of the directors or of a committee the "A" Director(s) present at the meeting shall (between them if more than one "A" Director is present) be entitled to cast sufficient votes to ensure that the relevant resolution is passed or (as the case may be) not passed.
- 13.4 Unless otherwise agreed by all of the directors in any particular case, at least fourteen (14) days' notice in writing of every meeting shall be given to each director or his alternate director, including any director or alternate director who may for the time being be absent from the United Kingdom.
- 13.5 A resolution in writing signed or approved by letter, telex or facsimile transmission by all the directors entitled to receive notice of a meeting of

directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, or their alternates. Regulation 93 of Table A shall not apply.

13.6 Any director may participate in a meeting of the directors or of any committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.

13.7 Provided that a director (or his alternate) declares that director's interest in a contract, transaction or arrangement (whether actual or proposed) with the Company in the manner provided by section 317 of the Act, a director, notwithstanding that he (or his alternate) or any person connected with him (or his alternate) has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of such contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulations 94 to 98 inclusive of Table A shall not apply.

14 ACCOUNTS

Any member shall be entitled to inspect the accounting records and other books and papers of the Company. Regulation 109 of Table A shall not apply.

15 NOTICES

15.1 Any notice required or permitted under these Articles or required by statute, law or regulation shall (unless otherwise provided) be in writing and shall be sufficiently given if forwarded by first class pre-paid mail (or pre-paid air mail if the addressee is outside the country of mailing) sent (in the case of the Company) to the Office or (in the case of a member, director or any other

person) to such other address, inside or outside the United Kingdom, as shall have been notified for the purpose or to such other address as may from time to time be designated by the Company or any person. Regulation 111 of Table A shall not apply.

15.2 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient to all the joint holders of such share. Regulation 112 of Table A shall not apply.

15.3 Any notice served pursuant to any provision of these Articles shall be in the English language and shall be deemed to have been received and given (a) in the case of first class pre-paid mail two days after the date of mailing and (b) in the case of pre-paid air mail, five days after the date of mailing. Regulation 115 of Table A shall not apply.

16 INDEMNITY

16.1 Subject to the provisions of section 310 of the Act, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 of Table A shall not apply.

16.2 Without prejudice to any other provisions of these Articles the directors shall have the power to purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of

any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without limitation) insurance against any liability incurred by such persons in respect of any negligence, default, breach of duty or breach of trust in relation to the Company or any such other company, subsidiary undertaking or pension funds. For the purposes of this article "subsidiary undertaking" shall have the same meaning as in the Companies Act 1989.