

THE COMPANIES ACT 1985 AND 1989

PRIVATE

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

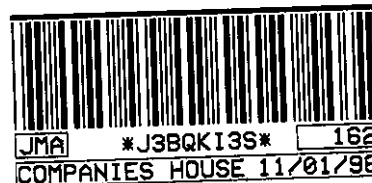
W. SMITH PACKAGING (MIDLANDS) LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 22 Tudor Street London EC4Y 0JJ on 21 December 1995 at 5.30 a.m./p.m. the following resolution was duly passed as a Special Resolution:

Special Resolution

THAT, subject to and conditionally upon completion taking place of the sale and purchase of the issued share capital in Majoca Holdings Limited pursuant to an agreement dated 6th December 1995 between M J Canty and others (1) and Robert H. Lowe plc (2)

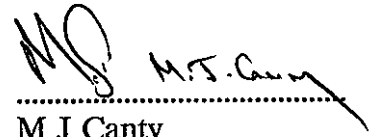
- (A) there be and are hereby adopted new articles of association of the Company in the terms of the document produced to the Meeting and initialled by the Chairman for the purposes of identification; and
- (B) the Memorandum of Association of the Company be and is hereby amended by the addition of the following new clauses 3(X) and 3(Y) and the redesignation of the existing clause 3(X) as clause 3(Z)



"3(X) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others."

"3(Y) Each of the objects set out in this clause shall be treated as independent and separate objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to, any

other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of such objects as if it were the object of a separate company."


.....
M J Canty
Director

MS.

THE COMPANIES ACTS 1985 AND 1989
PRIVATE
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
W. SMITH PACKAGING (MIDLANDS) LIMITED
(Company No. 505453)

1 The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.

- 2 (1) Unless the Authority hereby given is previously revoked or varied by the Company in General Meeting, the Directors may at any time and from time to time within the period of five years of the date of incorporation of the Company, in accordance with section 80 of the Act exercise generally and unconditionally the power of the Company to allot relevant securities (as defined in the said section) and to offer or agree to allot such securities (notwithstanding that such offer or agreement would or might require such securities to be allotted by the Company after the said period) provided that the aggregate nominal value of the securities so allotted or offered or agreed to be allotted shall not when aggregated with the nominal value of the shares in the capital of the Company agreed to be taken by the subscribers to the Memorandum of Association of the Company exceed the sum of £500.
- (2) By virtue of section 91 of the Act the provisions of sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 of the Act shall not apply to the Company.

3 The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall have a first and paramount lien on every share (whether or not fully paid) registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company; and Regulation 8 shall be modified accordingly.

4 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. Regulation 24 shall not apply to the Company.

5 The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty 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 shall have been complied with. Regulation 31 shall be modified accordingly.

6 If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it 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. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

7 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

8 Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one. Regulation 64 shall not apply. A sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly.

9 The Directors shall not be subject to retirement by rotation and accordingly:-

- (1) Regulation 73 to 77 inclusive, the last two sentences of Regulation 79, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company; and
- (2) Regulation 78 shall apply but with the deletion of the words "subject as aforesaid" and of the words "and may also determine the rotation in which any additional directors are to retire".

10 An alternate director who is himself a Director and/or who acts as an alternate director for more than one Director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a Director) to his own vote. Regulation 88 shall be modified accordingly.

11 A Director who declares his interest therein in manner provided by the Act and these Articles may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration. Regulations 94 to 96 inclusive shall not apply to the Company.

12 No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

13 A member or members holding the whole or a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a Director or Directors either as an additional director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.

14 A meeting of the Board of Directors may, subject to notice thereof having been given to all Directors, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or audio visual communications media with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors participating in such communication constitutes a quorum of the Board. A Resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

No. 505453

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

W. SMITH PACKAGING (MIDLANDS) LIMITED

(Incorporating all amendments made on or before 21 December 1995)

Addleshaw Sons & Latham
Manchester

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

W. SMITH PACKAGING (MIDLANDS) LIMITED

(Incorporating all amendments made on or before 21 December 1995)

- 1 The name of the Company is "W. SMITH PACKAGING (MIDLANDS) LIMITED".
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:
 - (a) To acquire and take over as a going concern and carry on the Paper Division business now carried on by Leslie William Wood and Henry Vita at King's Court, 48 Broadway, London, SW1 under the style of "Wood, Vita and Partners", together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already

prepared and engrossed and is expressed to be made between the said Leslie William Wood and Henry Vita of the one part and the above-named Company of the other part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.

- (b) To carry on, either in connection with the business aforesaid or as distinct and separate businesses and businesses of manufacturers, importers, exporters, factors and merchants of, agents for, and dealers in every description of paper and fibreboard, strawboard, leatherboard, cardboard, millboard, and all other boards in the manufacture of which paper or paper substitute, wood pulp or other substitutes are used and of, for and in grasses, jute, flax and vulcanised and other fibres, rags, wood and other pulps, and all other substances, materials, articles and things used in the manufacture of paper, fibreboard, strawboard, leatherboard, cardboard, millboard and the like, dealers in and merchants of goods and articles of all kinds made from paper or pulp, paper agents and merchants, general and manufacturing printers and publishers and dealers in every description of printers' and publishers' sundries, printers' engineers, envelope, box, carton and account book makers, book binders and dealers in binding, padding, wrapping and packing materials, wholesale, retail, and manufacturing stationers and dealers in stationery and fancy goods and novelties of every description connected with the paper trade, advertisement designs and advertising and publicity agents and contracts; and to manufacture, buy, sell, import, export and deal in plant, machinery, apparatus, articles, commodities, materials, substances, articles and things of all kinds capable of being dealt with in connection with the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving or seeking to

improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (g) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (h) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (i) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (j) To lend and advance money or give credit on such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.

- (k) To borrow and 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 the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To apply for, promote, and obtain any Act of Parliament, provisional order, or licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (n) To enter into any arrangements with any governments or authorities (supreme, municipal, local, or otherwise) or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (q) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependants of such

persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.

- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Dominion of Dependency and in any Foreign Country or Place.
- (x) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company,

to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

- (y) Each of the objects set out in this clause shall be treated as independent and separate objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to, any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that

the Company shall have as full power to exercise each of such objects as if it were the object of a separate company.

- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

- 4 The liability of the Members is limited.
- 5 The share capital of the Company is Five Hundred Pounds, divided into Five Hundred Shares of One Pound each.

WE, the several persons whose names and addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
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Leslie William Wood Consulting Eng. 18 Queens Court Kingston Hill Surrey	One
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Henry Vita Consulting Eng. 4 Chalvey Park Slough Bucks	One
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Dated the 27th day of February 1952

Witness to the above signatures:

Betty Coates
Secretary
47 Sandringham Road
Thornton Heath
Surrey