

No. of Company.

563 664

174

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
ANGELEON (HOLDINGS) LIMITED

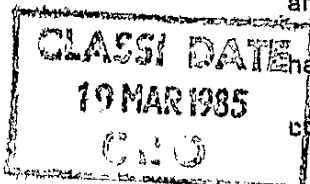
Adopted the 5th day of March, 1985

BY a writing under the hands of all the Shareholders of the above-named Company the following resolution was duly adopted as Special Resolution viz :-

SPECIAL RESOLUTION

THAT :-

- (1) The authorised share capital of the Company be increased from £100 to £200 by the creation of an additional 100 shares of £1.00 each;
- (2) The rights attaching to the 100 Ordinary shares of £1.00 each in the capital of the company prior to the increase in such capital pursuant to paragraph (1) of this Resolution be cancelled and each of the said shares be converted into a Deferred share having attached thereto the rights and being subject to the conditions set out in Article 3A of the Articles of Association



Company as adopted by paragraph (3) of this Resolution referable to the Deferred Shares and each of the 100 additional shares created by the said increase in such capital be an Ordinary Share having attached thereto the rights and being subject to the conditions set out in Article 34 referable to the Ordinary Shares.

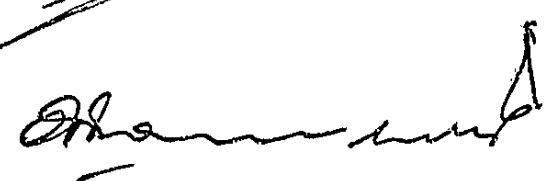
(3) The New Articles of Association of the Company attached hereto and initialled by Mr. J.J.S. Symons be and they are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles thereof

(4) Clause 5 of the Memorandum of Association of the Company be replaced by the following new clause 5 :-

"5 The authorised share capital of the Company is £200 divided into 100 Ordinary shares of £1.00 each and 100 Deferred shares of £1.00 each".

certified true copy


CHAIRMAN


SECRETARY

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ANGELEON (HOLDINGS) LIMITED

(Adopted by Special Resolution dated 5th March 1985)

PRELIMINARY

1. The Regulations contained or incorporated in Parts 1 and 11 of Table A in the First Schedule in the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

FIRST DIRECTORS

2. (a) Clause 75 in Part 1 of Table A shall not apply to the Company

(b) The number of the Directors shall be determined by the Company in General Meeting. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally

SHARES

3. (a) The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

(b) Section 17 of the Companies Act 1980 shall not apply or have effect in relation to the allotment of any shares in the capital of the Company.

(c) The authorised share capital of the Company is £200.00 divided into 100 Ordinary Shares of £1 each and 100 Deferred Shares of £1 each. The said shares shall confer on the holders thereof the rights and privileges and be subject to the restrictions and provisions following namely:-

(1) As regards Income

The profits which the Company may determine to distribute in any financial year shall be applied as follows:-

(a) The first £1,000,000 of such profits shall be distributed solely amongst the holders (if any) of the Ordinary shares of £1 each according to the amounts paid up or credited as paid up thereon;

(b) Subject thereto such profits shall be distributed amongst the holders of the Ordinary shares and the holders of the Deferred shares *pari passu* according to the amounts respectively paid up or credited as paid up thereon;

(2) As regards Capital

On a refund of assets on liquidation or otherwise the assets of the Company to be returned shall be distributed as regards the first £20,000,000 thereof amongst the holders (if any) of the Ordinary shares in proportion to the nominal amounts of the Ordinary shares held by them respectively and subject thereto such assets shall belong to and be distributed amongst the holders of the Deferred Shares and the holders of the Ordinary shares in proportion in each case to the nominal amount(s) of the shares held by them respectively;

(3) As regards voting

On a show of hands every Member present shall have one vote and on a poll every Member holding Ordinary Shares present in person or by proxy shall have one thousand votes for each Ordinary Share held by him and every Member holding Deferred Shares shall have one vote for each Deferred Share held by him.

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.

4. (a) Every Director shall be a Permanent Director of the Company not subject to retirement by rotation unless the instrument of appointment provides otherwise. A Permanent Director shall, subject to the provisions of Clause 88 in Part I of Table A and subject to Section 28 of the Companies Act 1976 be entitled to hold office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

(b) A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

5. Each Director shall have power from time to time to nominate any person to act as his alternate Director and at his discretion to remove such alternate Director and any such appointment or removal may be made by cable, telegram or telex or in any other manner approved by the Directors and any such alternate Director shall not be taken into account in reckoning the minimum or maximum of Directors allowed for the time being

but shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him and such alternate shall be entitled to attend, speak and vote at any meeting at which his appointor is not present.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or Standard Security over 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, and the Proviso to Clause 79 in Part I of Table A shall not apply to the Company.

INDEMNITY

7. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Part 1 of Table A shall not apply to the Company

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Certified true copy

[Signature]
DIRECTOR
[Signature]
SECRETARY