

Company No 646714

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

of

FISHER-KARPARK HOLDINGS LIMITED

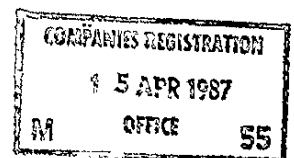
Passed on 31 March 1987

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Gratrix Works Gratrix Lane Sowerby Bridge Halifax West Yorkshire on 31 March 1987 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

RESOLUTIONS

1. "That each of the 22,500 Cumulative Convertible Preferred Ordinary Shares of 10 pence each and 100,000 Cumulative Preference Shares of 10 pence each in issue be and hereby are converted into and designated as 122,500 Ordinary Shares of 10 pence each ranking pari passu with the existing Ordinary Shares of 10 pence each in issue
2. That each of the issued 400,000 Non-Cumulative Preference Shares of £1 each in the capital of the Company be and hereby are subdivided and converted into and designated as 4,000,000 Ordinary Shares of 10 pence each ranking pari passu with the existing Ordinary Shares of 10 pence each in issue
3. That the Company adopt new Articles of Association in the form of the draft produced to this meeting and initialled by the Chairman for the purposes of identification to the exclusion of the existing Articles of Association."

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Chairman



Company No 646714

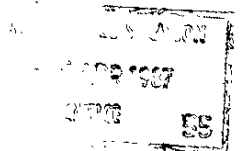
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF

FISHER-KARPARK HOLDINGS LIMITED
(Adopted by Special Resolution passed on 31st March 1987)

PRELIMINARY - PRIVATE COMPANY

1. (a) The Regulations contained in 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 (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.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
3. The share capital of the Company at the date of adoption of these Articles of Association is £420,000 divided into 4,200,000 Ordinary Shares of 10 pence each.
4. Any shares proposed to be issued after the date of adoption of these Articles of Association shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that in



the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members. In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly.

(b) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend the consideration of the Accounts balance sheets and the reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.

6. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

7. Regulation 40 shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

8. Regulation 41 shall be read and construed as if the words "and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved" at the end of the clause.

9. (a) Regulation 64 shall not apply to the Company;

(b) The number of Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed 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 and Regulation 89 in Table A shall be modified accordingly;

(c) The Directors shall not be required to retire by rotation and accordingly Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company;

(d) No person shall be appointed a director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting notice executed by a member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed

(e) Subject to paragraph (d) above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to be a director either to fill a vacancy or as an additional Director;

(f) A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill a vacancy and to remove from office any Directors 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 company signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company or such later date as may be specified in the instrument.

(g) The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors for the time being in force.

10. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

(b) A Director or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

11. A Director may vote at any meeting of the Directors or of any committee of the Directors on any contract arrangement or matter in which he is directly or indirectly interested or upon any contract arrangement or 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. Regulations 94 to 97 of Table A shall not apply to the Company.

12. 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 subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage 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.

13. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory scheme, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or endowments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well being of the company or of any such other company as aforesaid or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public general or useful object and may do any of the matters aforesaid either alone or in conjunction with any other company as aforesaid.

14. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

15. (a) Every Director or other officer of the Company shall be entitled to 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Section 44 or Section 727 of the Act 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 310 of the Act.

(b) Regulation 118 in Table A shall not apply to the Company.