

Company Number: 650739

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**-of-**

**DORELL GLASS CO LIMITED (the "Company")**

Pursuant to section 381A of the Companies Act 1985 (the "Act"), the undersigned being all the members of the Company who, at the date of this resolution are entitled to attend and vote at a general meeting of the Company, HEREBY pass the following resolution which shall for all purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held.

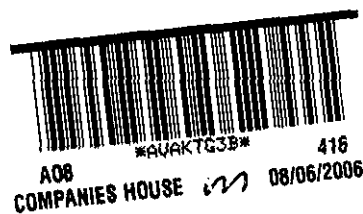
**SPECIAL RESOLUTION**

IT IS RESOLVED THAT the draft regulations attached to this resolution be adopted as the Articles of Association of the Company in substitution for and the exclusion of all the existing Articles of Association.

Dated the 15<sup>th</sup> day of December 2005

.....J. Handley.....  
Janice Handley

.....Stephen Leonard Handley.....  
Stephen Leonard Handley



Private Company Limited by Shares

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ARTICLES OF ASSOCIATION

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OF

DORELL GLASS LIMITED  
Incorporated on 26 February 1960

**1. Preliminary**

Regulations 24, 64, 73 to 80 inclusive, 84, and 94 to 97 inclusive, of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies Act (Table A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

**2. Shares**

2.1 The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

2.2 Subject to the provisions of Chapter VII of Part V of the Act any shares may be issued on the terms that they are or at the option of the Company are liable to be redeemed.

**3. Lien**

Regulation 8 of Table A shall be modified so that the lien conferred therein shall attach also to fully paid-up shares and so that 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 indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies presently payable by him or his estate to the Company.

**4. Calls**

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

**5. Transfer of Shares**

Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors in their absolute discretion and without assigning any reason therefor may decline to register the transfer of any share whether or not it is a fully paid share.

## **6. Votes of Members**

Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll every member shall have one vote for each share of which he is the holder.

## **7. Appointment of Directors**

7.1 No person shall be appointed a Director at any General Meeting unless either:

- (a) he/she is recommended by the Directors; or
- (b) 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.

7.2 Subject to Article 7.1 above, the Company may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional Director.

7.3 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 Article 17 below as the maximum number of directors and for the time being in force.

## **8. Directors Interests**

8.1 A Director who has disclosed his interest and the interest of any person who is for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and in the case of an alternate Director any interest of his appoint or in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

8.2 Any Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

8.3 Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director provided that nothing herein contained shall authorise a Director to act as auditor for the Company.

## **9. Retirement and Removal of Directors**

9.1 The office of a Director shall be vacated:

- (a) In any of the circumstances specified in Article 81 of Table A (any resignation of

office being by notice in writing); or

- (b) If the Director becomes incapable by reason of illness or injury of managing and administering his property and affairs and paragraph (c) of Regulations 81 of Table A shall be modified accordingly.
- (c) If a resolution signed by the holders of more than 50% of the issued share capital of the Company requiring the Director to vacate his office is delivered to the Company's registered office.

#### **10. Number of Directors**

The maximum number of Directors shall not be more than ten but the Company by ordinary Resolution in general meeting may reduce or increase this limit. The minimum number of Directors shall be one. If and for so long as there is a director he shall have authority to exercise all the powers vested in the Directors generally.

#### **11. Borrowing Powers**

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 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.

#### **12. Gratuities and Pensions**

The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

#### **13. Secretary**

Subject to the provisions of the Act the secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them. If at any time there shall be no secretary or for any reason no secretary capable of acting the Directors may appoint an assistant or deputy secretary.

#### **14. Notices**

Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them and shall also be given to the Directors and the auditors.