

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

A. & B. (FINANCE) LIMITED

(DATED 27 JULY 1988)

The following resolution was agreed to and signed by all the members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a SPECIAL RESOLUTION at a general meeting of the above-named Company:-

RESOLUTION

THAT the regulations contained in the document annexed hereto and for the purpose of identification signed by a director of the Company be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.

.....
Secretary


Director.

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

A. & B. (FINANCE) LIMITED

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) 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 ("Table A") constitute the Articles of Association of the Company.

2. Regulations 24, 73 to 80 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £106,528 divided into 106,528 shares of £1 each.

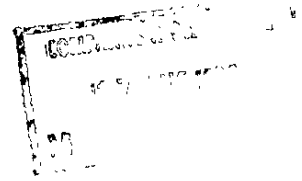
TRANSFER OF SHARES

4. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

DIRECTORS

5. A member or members together holding a majority of the issued shares in the Company may at any time in writing signed by him or them and left at the registered office of the Company appoint any person as a Director and in like manner remove from office any Director however appointed. Any such appointment or removal shall in the case of a corporate member be signed by one of its directors.

6. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining



whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

7. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.