

731261

THE COMPANIES ACT, 1948

Pursuant to Section 15(2).

**Name of Company**

Aldington Laboratories

Limited.

1. Mr. William Arthur Reginald Auker

of 7, Highland Croft, Beckenham, Kent

do solemnly and sincerely

I declare that I am (a) a person named in the Articles of Association as a (b) Secretary

Aldrich Chemical Laboratories

Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 119 Pinebury Pavement

London, E.C.2. in the County
of London

the 19th day of July, 1952

before me.

C. J. Cupwell

(6) A Chargeholder for Oath

[illegible]

Presented by

BUSINESS ECONOMY PRODUCTS LTD
COMPANY REGISTRATION AGENTS AND PRINTERS
156, STRAND LONDON W.C.2.
TEL TEL 8977/58/8

BUSINESS ECONOMY PRODUCTS LTD., Company Registration Specialists,
136 Strand, London, W.C.2 and 19 Walker Street, Edinburgh, 3

731-261

Doc. 2.

S-Q.

NO ACTION TAKEN



The Companies Act, 1948

COMPANY LIMITED BY SHARES

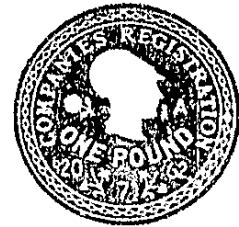
Memorandum of Association

OF

ALDINGTON LABORATORIES

LIMITED.

...



1. The name of the Company is:- "ALDINGTON LABORATORIES LIMITED".

2. The Registered Office of the Company will be situate in England.

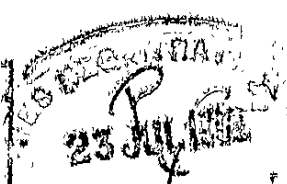
3. The Objects for which the Company is established are:-

(a) To carry on the business of manufacturers of and dealers in plastic, modelling and moulding materials, substances and compositions of every description and as manufacturers, growers, importers and exporters and merchants in rubber, gutta percha, vulcanite and goods manufactured either wholly or partly from any of these or similar substances and in compositions of all kinds, gums, cements, pastes and adhesive compositions and chemicals and drugs of every description; and to carry on the business of consultants in plastic and nylon products and embracing research, development and exploitation of products dispensing with the use of hinges; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.

(b) To carry on the business or business of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.



BUSINESS ECONOMY PRODUCTS LTD.
COMPANY REGISTRATION AGENTS AND PRINTERS
156, STRAND, LONDON, W.C.2.
TEL. TEM. 8877/8878.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £4000 divided into 4000 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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WE, the several persons whose names, 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
<i>M. Stein</i> Maurice Stein 18, Cunnor Hill, Oxford. Medical Practitioner	<i>one</i> One
<i>Tom William Arthur Reginald Auker</i> Tom William Arthur Reginald Auker 7, Highland Croft, Beckenham, Kent Chartered Accountant	<i>one</i> One

DATED the 19th day of July 1962

WITNESS to the above signatures:-

C. A. Hutton
Charles Alexander Hutton
10, The Drive,
Sevenoaks, Kent
Chartered Accountant



731261/h

The Companies Act, 1948

1

COMPANY LIMITED BY SHARES



Articles of Association

OF

ALDINGTON LABORATORIES

LIMITED.

...



PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to 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: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital 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.

LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares 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.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, 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 Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. 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.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

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7.

FIRST DIRECTORS

13. The first Director(s) of the Company shall be:-
MAURICE STEIN.

FIRST SECRETARY

14. The first Secretary of the Company shall be:-
TOM WILLIAM ARTHUR REGINALD AUKER.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

M. Stein.

Maurice Stein
18, Cumnor Hill,
Oxford.

Medical Practitioner

Tom William Arthur Reginald Auker

Tom William Arthur Reginald Auker
7, Highland Croft
Beckenham, Kent.

Chartered Accountant

DATED the 19th day of July 1962

WITNESS to the above signatures:—

C. A. Hutton

Charles Alexander Hutton
10, The Drive,
Sevenoaks, Kent.
Chartered Accountant.

DUPLICATE FOR THE FILE.

No. 731261



Certificate of Incorporation

I Hereby Certify, that

ALDINGTON LABORATORIES LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Thirty-first day of July One thousand nine hundred and sixty two.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

*Blockhart for Business
Economy Ltd*

Date. *31. 7. 62*

Number of
Company

731261

THE COMPANIES ACTS 1948 to 1967

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

(A separate STATEMENT OF INCREASE may not be required with this form; please see overleaf)

To the REGISTRAR OF COMPANIES

ALDINGTON LABORATORIES LIMITED

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a * ORDINARY Resolution of the Company dated the 15th day of JUNE 1970 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 8,000 beyond the registered capital of £ 4,000

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
8,000	ORDINARY	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

* If any of the new shares are Preference shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

THE NEW SHARES TO BE ISSUED ARE IN FULL PAYMENT OF THE EXISTING SHARES.

Signature

State whether Director
or Secretary

Secretary

Dated the 16th day of June 1970

Presented by

Auker & Co.,

Presenter's Reference

Chartered Accountants

Number of
Company 731261

CC(1) £40-0-0

THE STAMP ACT 1891

Company Limited by Shares

STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

ALDINGTON LABORATORIES

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of
the Finance Act 1899, by Section 39 of the Finance Act 1920, and
Section 41 of the Finance Act 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for
every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed
pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within
15 days after the passing of the Resolution by which the Capital is increased
interest on the duty at the rate of 5 per cent per annum from the date of the
passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Preparator's Reference ALAB

Auker & Co.,

Chartered Accountants,

86 Cannon Street, London E.C.4.

Form No. 26a

The Stationery Society, Limited,
191-193 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
15 Hanover Street, W.3; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

ALDINGTON LABORATORIES

Limited

has by a Resolution of the Company dated 15th June

1970 ¹⁸⁸ been increased by the addition thereto of the sum of

£8,000, divided into:—

8,000 ORDINARY Shares of £1 each

Shares of _____ each

beyond the registered Capital of £8,000

Signature



(State whether Director or Secretary) Secretary

Dated the sixteenth day of June 1970

Note—This margin is reserved for blinding and must not be written across

431261/29
ALDINGTON LABORATORIES LIMITED

ALDINGTON FRITH
MERSHAM, ASHFORD, KENT

Your reference:

Telephone: Aldington 482

Our reference:

Confirmation of Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Aldington Laboratories Limited, Mersham, Ashford, Kent on Monday, 15th. June 1970 at 11 a.m. for the purpose of considering and, if thought fit, of passing the following resolutions as Ordinary Resolutions.

RESOLUTION 1.

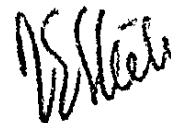
"That the Share Capital of the Company be and is hereby increased from £4,000 to £12,000 by the creation of a further 8,000 Shares of £1 each which, when issued, shall rank pari passu with the existing Shares of the Company."

RESOLUTION 2.

"That in order to relate the issued capital more nearly to the value of the net assets of the Company it is desirable to capitalise the sum of £8,000 being part of the Profit and Loss Account, and that accordingly the Directors be and they are hereby authorised and directed to appropriate the said sum of £8,000 as capital to the members who on the 16th. day of June 1970 are the holders of the existing 4,000 Shares in proportion to the number

4
DIRECTORS: M. STEIN, L.R.C.P. & L.R.C.S.(D) L. ALPIN, D.S. & A.S.M. D. E. STEELE, M.B.E., M.R.C.S. (L.R.C.P.)

of such Shares held by them respectively, and to apply each sum on their behalf in paying in full for 8,000 unissued Shares to be allotted and distributed credited as fully paid up to and amongst the members holding Shares in the proportion of two such new shares for every one of the said 4,000 Shares held by such members."



27th. May 1970.

Secretary.

ALDINGTON LABORATORIES LIMITED

ALDINGTON FRITH
BIERSHAM, ASHFORD, KENT

Your reference: 731263

Telephone: Aldington 482


Our reference

July 1970

ALDINGTON LABORATORIES LIMITED

Extraordinary Meeting held on 15th June 1970.

I confirm that an Extraordinary
General Meeting was held on the 15th June
1970 at which was passed the two Resolutions
relating to capital as set out in the
Notice of the Meeting dated the 27th May
1970 filed with The Registrar.


Secretary.

DIRECTORS: M. STEIN, L. R. P. ALLEN (M) L. ALPIN, B. L. A. H. P. D. E. STEELE, M. R. H. M. H. S. L. R. P.

Company No: 731261 / 36.

Company Limited by Shares

SPECIAL RESOLUTION

of

ALDINGTON LABORATORIES LIMITED

Passed 25th July, 1974

At an Extraordinary General Meeting of the Company duly convened and held on 25th July, 1974 the following Resolution was passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

(A) That the authorised share capital of the Company be increased to £24,000 by the creation of 12,000 additional Ordinary Shares of £1 each

(B) That forthwith upon the allotment of the Ordinary Shares pursuant to paragraph (C) of this Resolution, each of the Ordinary Shares of £1 each in the capital of the Company be converted into one Deferred Share of £1 having the rights and being subject to the restrictions attached thereto by the new Articles of Association of the Company as adopted pursuant to paragraph (D) of this Resolution;

(C) That upon the recommendation of the Directors, it is desirable to capitalise the sum of £12,000 being part of the amount standing to the credit of the Profit and Loss Account of the Company and accordingly that such sum be set free for distribution among the holders of the Ordinary Shares of £1 each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 12,000 unissued

30 JUL 1974

Ordinary Shares of £1 each, to be allotted and distributed credited as fully paid up to and amongst such persons in the proportion aforesaid, that is to say in the proportion of 1 new Ordinary Share of £1 for each Ordinary Share of £1 then held by them respectively

(D) That a new set of Articles of Association in the form of the draft produced to the Meeting and for the purposes of identification initialled by the Chairman be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company



.....
CHAIRMAN

No. of Company ...731261...✓/37

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

27206
1/

To the Registrar of Companies

Name of CompanyALDINGTON LABORATORIES..... Limited*

hereby gives you notice that by ~~ordinary~~/extraordinary/special** resolution of the company dated the
.....25th July.....1974....., the nominal capital of the company has been increased by the
addition thereto of a sum of £12,000..... beyond the registered capital of £12,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
12,000	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

Pari Passu with existing Ordinary Shares

Signed
State whether
Director or SecretaryDirector.....

Date25th July, 1974.....

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by: Clifford Turner & Co.,
11, Old Jewry,
London, EC2R, 8DA.



Presentor's reference: JTB/PFCB.

Form No. 10

COMPANY LIMITED BY SHARES

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NEW ARTICLES OF ASSOCIATION

- of -

ALDINGTON LABORATORIES LIMITED

(as adopted by Special Resolution
passed on 25th July, 1974)

PRELIMINARY.

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act, 1967.

(B) The regulations contained in Part 1 of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 77, 79, 87, 88(a) and (f), 89, 90, 91, 92, 93 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company, and accordingly the regulations contained in Part II of Table A, except Clause 1 therein, shall apply to the Company.

SHARES.

3. The share capital of the Company at the date of adoption of these Articles is £24,000 divided into 12,000 Ordinary Shares of £1 each and 12,000 Deferred Shares of £1 each. The respective rights and privileges attached to the Ordinary Shares and to the Deferred Shares are as follows:-

(A) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.

(B) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied, first in paying to the holders of the Ordinary Shares the sum of £10,000 per share. secondly, in repaying to the holders of the Deferred Shares the amount paid up on such shares.

41 OFFICE 42

the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively

(C) As regards voting the Deferred Shares shall not confer on the holders thereof any right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

6. In Clause 15 of Part I of Table A the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES.

7. Every notice calling a General Meeting shall comply with the provisions of Section 136(2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS.

8. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

TRANSFERS.

9. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Clause 22 of Part I of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

10. The following words shall be added to the end of Clause 52 in Part I of Table A "and fixing the remuneration of Directors".

11. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be

a quorum" in Clause 54 in Part I of Table A.

12. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table A shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table A shall be modified accordingly.

14. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two and Clause 75 in Part I of Table A shall be modified accordingly.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Clause 134 of Part I of Table A shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

19. 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 does 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.

20. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table A shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

22. Paragraph (d) of Clause 88 of Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

23. A Director shall not retire by rotation and Clauses 94, 96 and 97 in Part I of Table A shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 of Part I of Table A shall be deleted.

25. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

26. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining

whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

27. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table A shall be modified accordingly.

28. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88 (e) of Table A shall be modified accordingly.

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITES BY SHARES

SPECIAL RESOLUTION

of

ALDINGTON LABORATORIES LIMITED

Passed the 17th day of December, 1982

At an Extraordinary General Meeting of the above named Company held on 17th day of December, 1982 the following Resolution was duly passed as a Special Resolution:-

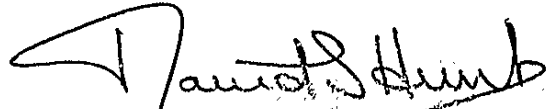
RESOLUTION

That the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be lettered (K1) immediately after sub-clause (K) of Clause 3. thereof:-

"(K1) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments, and the repayment or payment of the principal amounts of the premiums interest and dividends on any securities, of any person



firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by section 154 of The Companies Act 1948 of the Company, or another subsidiary, as defined by the said section of such a holding company or otherwise associated with the Company in business."



DAVID S HUNT
per pro BHT Secretaries Limited
Secretary

The Companies Acts 1948 - 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ALDINGTON LABORATORIES
LIMITED

....

1. The name of the Company is: "ALDINGTON LABORATORIES 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 carry on the business of manufacturers of and dealers in plastic, modelling and moulding materials, substances and compositions of every description and as manufacturers, growers, importers and exporters and merchants in rubber, gutta percha, vulcanite and goods manufactured either wholly or partly from any of these or similar substances and in compositions of all kinds, gums, cements, pastes and adhesive compositions and chemicals and drugs of every description; and to carry on the business of consultants in plastic and nylon products and embracing research, development and exploitation of products dispensing with the use of hinges; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise. *Same*
 - (b) To carry on the business or business of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (kl) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments, and the repayment or payment of the principal amounts of the premiums interest and dividends on any securities, of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by section 154 of The Companies Act 1948 of the Company, or another subsidiary as defined by the said section of such a holding company or otherwise associated with the Company in business.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation of promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

- 4. The liability of the members is limited. ✓
- 5. The Share Capital of the Company is £4000 divided into 4000 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

NOTE

By resolution of 15 June 1970, the capital of the Company was increased to £12,000 divided into 12,000 shares of £1 each.

By resolutions of 25 July 1974, the capital of the Company was increased to £24,000 divided into 12,000 Ordinary shares of £1 each and 12,000 Deferred shares of £1 each. ✓

We, the several persons whose names, 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
Maurice Stein 18 Cumnor Hill Oxford Medical Practitioner	One
Tom William Arthur Reginald Auker 7 Highland Croft Beckenham Kent Chartered Accountant	One

DATED the 19th day of July 1962

WITNESS to the above signatures-

Charles Alexander Hutton
10 The Drive
Sevenoaks
Kent
Chartered Accountant

731261

65

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

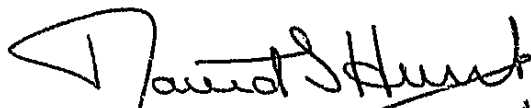
SPECIAL RESOLUTION
OF
ALDINGTON LABORATORIES LIMITED

(Passed the 17th day of December 1982)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Silvertown House, Vincent Square, London SW1 on the 17th day of December 1982, the following resolution was duly proposed and passed as a SPECIAL RESOLUTION:-

RESOLUTION

"That the regulations contained in the printed document submitted to this Meeting and, for the purpose of identification subscribed by the chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof."



David S Hunt
per pro BIR Secretaries Limited
Secretary



DTT Sharnod

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALDINGTON LABORATORIES LIMITED

(Adopted 17 December 1982)

PRELIMINARY*Still private*

1. Subject as hereinafter provided the regulations contained or incorporated in Table A in the first Schedule to the Companies Act 1948, as amended (hereinafter referred to as Table A) shall apply to the Company.

2. Regulations 24, 75, 77, 79, 86 and 89 to 97 of Table A aforesaid shall not apply to the Company but the Articles hereinafter contained, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The capital of the Company at the adoption of these Articles is £24,000 divided into 12,000 Ordinary shares of £1 each and 12,000 Deferred shares of £1 each.

DIRECTORS

4. Unless otherwise determined by the Company in general meeting the number of the directors shall not be less than two nor more than twelve.

5. A director may from time to time by notice in writing to the Company appoint any person approved by his co-director(s) to act as an alternate director at any meeting of the board from which he is himself absent and may in like manner remove any person so appointed from office. An alternate director so appointed may also be removed from his office by notice in writing to the Company given by co-director(s) of the director by whom he was appointed. An alternate director appointed under this Article shall not be entitled to any remuneration from the Company but shall be entitled, while holding office as such to receive notice of meetings of directors and to attend and vote thereat in place of and in the absence of the director appointing him.

6. Neither a director nor his alternate shall be required to have a share qualification but shall nevertheless be entitled to receive notice of and attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company and Regulation 134 of Table A shall be modified accordingly.

7. A director may be interested, directly or indirectly, in any contract or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

BORROWING POWERS

8. The Board may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking property or uncalled capital or any part thereof and issue debentures and other securities as security for any debt, liability or obligation of the Company or of any Third Party.

MINUTES

9. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors.

OVER-RIDING PROVISIONS

10. Whenever BTR plc (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90% of the issued Ordinary shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions in these Articles:-

- (a) The Parent Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that in the case of managing director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;
- (b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (c) any or all such powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent by any two directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time expressed notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

11. The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.

12. Any such resolution in writing as is referred to in Regulation 106 of Table A may consist of several documents in the like form each signed by one or more directors for the time being entitled to receive notice of a meeting of the directors and Regulation 106 of Table A shall be modified accordingly.

THE COMPANIES ACTS 1948 TO 1976

Notice of consolidation, division, conversion,
sub-division, redemption or cancellation of shares,
or re-conversion of stock into sharesPursuant to section 62 of the Companies Act 1948
as amended by the Companies Act 1976

28

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
in bold black letteringDelete if
inappropriate

To the Registrar of Companies

For official use Company number

66

731261

Name of company

ALDINGTON LABORATORIES

Limited

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

"the 12,000 Deferred shares of £1.00 each in the capital of the Company be converted into 12,000 Ordinary shares of £1.00 each, such newly converted Ordinary shares to rank pari passu in all respects with the existing Ordinary shares in the capital of the Company."

Delete as
appropriate

Signed *David S. Hunt*
for BTR SECRETARIES LIMITED

[Director] [Secretary] Date 20.1.83

Presenter's name, address and
reference (if any):

BTR SECRETARIES LIMITED
SILVERTOWN HOUSE
VINCENT SQUARE,
LONDON, S.W.1.

For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1981

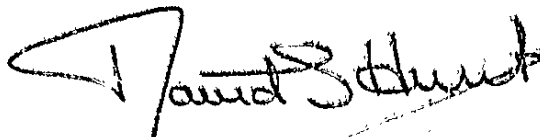
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
OF
ALDINGTON LABORATORIES LIMITED

(Passed the 20th day of January 1983)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Silvertown House, Vincent Square, London SW1, on the 20th day of January 1983, the following resolution was duly proposed and passed as an ORDINARY RESOLUTION:-

"That the 12,000 Deferred shares of £1.00 each in the capital of the Company be converted into 12,000 Ordinary shares of £1.00 each, such newly converted Ordinary shares to rank pari passu in all respects with the existing Ordinary shares in the capital of the Company."


David S. Hunt
per pro BTR Secretaries Limited
Secretary



THE COMPANIES ACTS, 1948 to 1981

Company Limited by Shares

SPECIAL RESOLUTION

of

ALDINGTON LABORATORIES LIMITED ✓

(Passed 21st December 1984)

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Silvertown house, Vincent Square, London SW1P 2PL on Friday 21st December 1984, the following resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

"That the name of the Company be changed to BTR INDUSTRIAL HOLDINGS LIMITED".

Presented by:

B.J.Pegler,

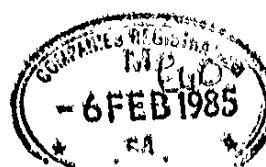
Silvertown House,

Vincent Square,

London SW1P 2PL.

15
D.H. Starrod ✓

Director



W&C
£80 FR
374227

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 731261/26

I hereby certify that

ALDINGTON LABORATORIES LIMITED

having by special resolution changed its name, is now

incorporated under the name of

BTR INDUSTRIAL HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21ST FEBRUARY 1985

A handwritten signature in dark ink, appearing to read 'A. G. Hall'.

AND G. HALL

an authorised officer

Company number: 731261

180

18

The Companies Act, 1985
Company limited by shares

RESOLUTION

of

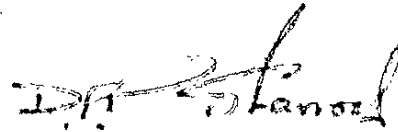
BTR INDUSTRIAL HOLDINGS LIMITED

(Passed 17th December 1985)

At an Extraordinary General Meeting of the Company, duly convened and held at Silvertown House, Vincent Square, Westminster, London SW1P 2PL on Tuesday, 17th December 1985, the following was duly passed as an Ordinary Resolution of the Company:

"That the capital of the Company be increased by the sum of £18,283,783 beyond the existing authorised share capital of £24,000 by the creation of 18,283,783 new ordinary shares of £1 each and that, for the purposes of section 80 of the Companies Act 1985, during a period ending on 28th December 1985, the directors be and are hereby authorised to exercise all the powers of the Company to allot 4,293,000 of such shares to Pretty Polly Limited, 4,092,783 of such shares to Vokes Limited and 9,098,000 of such shares to BTR Group Limited, in each case as consideration for the transfer to the Company of the whole of the undertaking, business, property, assets and goodwill of each of the said

transferees, less their respective investments (if any) in subsidiary and associated companies."

A handwritten signature in dark ink, appearing to read "J. H. Stansfield". The signature is written in a cursive style with a large, sweeping initial "J".

Director

Presented by:

B.J. Pegler,
BTR Industries Limited,
Silvertown House,
Vincent Square,
London SW1P 2PL.

THE COMPANIES ACTS 1948 TO 1981

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

E1811

731,261

Name of Company

BTR INDUSTRIAL HOLDINGS

Limited

delete if
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

delete as
appropriate[extraordinary] resolution of the company dated 17th December 1985the nominal capital of the company has been increased by the addition thereto of the sum of
£ 18,283,783 beyond the registered capital of £ 24,000

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
18,283,783	ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Ranking pari passu with the existing
ordinary sharesPlease tick here if
continued overleaf

Signed Per

[Director] [Secretary] Date

17

Proprietor's name, address and
reference (if any):B.J. Pegler,
BTR Industries Limited,
Silvertown House,
Vincent Square,
London SW1P 2PL.For official use
General section

Post town

11/2
Company No. 731261

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of BTR Industrial Holdings Limited

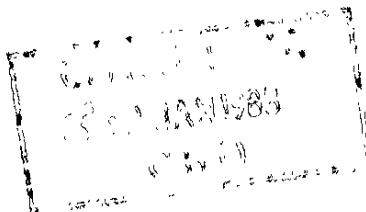
passed 18th January 1988

At an Extraordinary General Meeting of the members of the above named company duly convened and held at Silvertown House, Vincent Square, London SW1P 2PL on 18th January 1988, the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

"THAT the regulations contained in the document submitted to this meeting and, for the purpose of identification signed by the Chairman of the Meeting hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof"

Derek Lewis
Derek Lewis
per pro BTR Secretaries Limited
Secretary



Company no. 731261

DSH

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
BTR INDUSTRIAL HOLDINGS
LIMITED

PRELIMINARY

(Adopted day of January 1988)

1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ('Table A') shall apply to the Company save in so far as they are excluded or varied hereby, that is to say regulations 46, 47, 64, 73 to 75 inclusive and 80 of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. No form of Table A contained in any earlier enactment shall apply to the Company. Any words or expressions defined in the Companies Act 1985 ('the Act') or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.

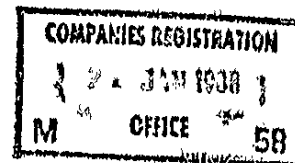
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(b) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of adoption of these Articles and that this authority shall expire on the fifth anniversary of the date of adoption of these Articles unless varied or revoked or renewed by the Company in general meeting.

(c) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.



(d) In accordance with Section 91 of the Act, section 89(1) and section 90(1)-(6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

TRANSFER OF SHARES

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, and regulation 24 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

5. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

DIRECTORS

6. Unless and until otherwise determined by ordinary resolution the number of directors shall not be more than twenty but need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 Table A shall be modified accordingly.

7. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A shall be deleted.

8. A director shall not be required to retire by rotation and regulations 76, 77 and 78 of Table A shall be modified accordingly.

9. If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the equity share capital of the Company.

10. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.

11. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall

so vote his vote shall be counted, and regulation 94 of Table A shall be modified accordingly.

12. In regulation 93 of Table A the following words 'either signed or approved by letter, telefacimile transmission telex or telegram' shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

INDEMNITY

13. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Company No 731261

THE COMPANIES ACT 1985

BTR Industrial Holdings Limited

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

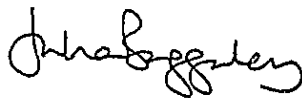
pursuant to Section 379A Companies Act 1985

At a general meeting of the members of the above-named company, duly convened and held at Silvertown House, Vincent Square, London on 30 August 1991, the following ELECTIVE RESOLUTIONS were passed:

THAT pursuant to s. 386 Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.

THAT pursuant to s. 252 Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

THAT pursuant to s. 366A Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1992 and subsequent years until this election is revoked.



Chairman

