

Company Number: 784246

COMPANIES ACT 1985

(Company Limited by Shares)

SPECIAL RESOLUTION


of

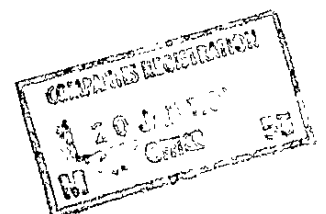
DESIGNPLAN LIGHTING LIMITED

passed 17 December 1987

At the ANNUAL GENERAL MEETING of the above named Company duly convened and held at Wealdstone Road, Sutton, Surrey on 17th December 1987 the subjoined SPECIAL RESOLUTION was duly passed:

"That the new Articles of Association, as contained in the printed document annexed hereto and for the purposes of identification initialled by the Chairman, be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association."


.....Chairman
D A CUMPER



NEW ARTICLES OF ASSOCIATION OF
DESIGNPLAN LIGHTING LIMITED

(Adopted by Special Resolution
passed on 17th December 1987)

1. PRELIMINARY

1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these articles, apply to the Company and shall together with these articles constitute the regulations of the Company

1.2 Regulations 3, 35, 53, 73 to 77, 87, 89, 93 to 98, 112 and 115 of Table A shall not apply to the Company

1.3 "the Act" means the Companies Act 1985 or any statutory re-enactment or modification thereof for the time being in force

2. SHARE CAPITAL

2.1 The share capital of the Company as at the date of the adoption of these articles is £200,000 divided into 200,000 ordinary shares of £1 each

2.2 Subject to the provisions of the Act the Company may:-

2.2.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder, on such terms and in such manner as the directors may at the time of issue determine;

- 2.2.2 purchase its own shares (including any redeemable shares);
- 2.2.3 to the extent permitted by Section 171 of the Act, make a payment in respect of the redemption or purchase of any of its own shares (including any redeemable shares) otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares
- 2.3 Subject as otherwise provided in these articles and to any direction or authority contained in the resolution of the Company creating or authorising the same the directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot, to grant options, rights of subscription or conversion over or otherwise to dispose of unissued shares to such persons (whether existing shareholders or not), at such times and on such terms and conditions as they think proper
- 2.4 The authority granted to the directors under article 2.3:-
 - 2.4.1 shall expire not more than five years from the date of the adoption of these articles or (if such authority is renewed or varied by the company in general meeting) on the date specified in the resolution on which the renewed or varied authority shall expire;
 - 2.4.2 may be renewed, revoked or varied at any time by the company in general meeting;

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2.4.3 shall permit the directors after the expiry of the period of the said authority to allot any shares or grant any such rights in pursuance of an offer or agreement so to do made by the company within that period

2.5 Section 89(1) of the Act shall not apply to the allotment of equity securities in the company

2.6 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith

3. LIEN

3.1 The lien conferred by regulation 8 of Table A shall also attach to fully paid up 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

4. TRANSFER AND TRANSMISSION

4.1 The directors shall register any transfer of shares which is in compliance with this regulation

4.2 Any shareholder may transfer shares to a member of his Family Group, or (in the case of a corporate shareholder) to a wholly owned subsidiary or a company of which it is a wholly owned subsidiary (as subsidiary

is defined in Section 736 of the Act) or with the prior approval of a resolution of the board of directors or a special resolution of shareholders. In this regulation "a Family Group" means a shareholder and his or her spouse, children, brothers and sisters (including children by adoption) and, in their capacity as such, the trustees of any settlement under which the beneficiaries are all members of that Family Group

4.3 Subject as stated in regulation 4.2 any shareholder who intends to transfer shares or any interest therein shall give a transfer notice to the Company stating the number of shares in question, the interest to be transferred and the name and address of the proposed transferee, if any, and the intended price

4.4 The price (if any) specified in the transfer notice shall be the fair price for the purpose of this regulation unless within 28 days of receipt of the transfer notice the directors request the auditors of the Company to certify the current market value of the shares calculated on the basis set out in the following regulation in which case the price so certified (provided such price is so certified within 56 days of the directors' request) shall become the fair price for the purposes of this regulation

4.5

The auditors of the Company shall, acting as experts not arbitrators, calculate the fair price which shall be the Net Value per share on the basis that all shares in the Company have equal value but with a discount of 20% if the shares in question represent more than 25% but less than 50% of the issued shares of the Company and a discount of 30% if the shares in question represent 25% or less of the issued shares of the Company. For this purpose "Net Value" shall be the net assets of the Company as shown by the latest audited balance sheet and any management accounts but adjusted so far as the auditors consider appropriate to take account of taxation payable on any disposal of fixed assets and any assets or liabilities not quantified at full value in the balance sheet

4.6

The directors shall, within a period of 14 days after the determination of the fair price, notify in writing all shareholders of the number of shares to be sold and the price and shall invite each shareholder to make an offer in writing within 21 days at the date of the said notice stating the number of shares he is willing to purchase which offer shall constitute an irrevocable offer to purchase some or all of the shares comprised in his offer at the price mentioned in the notice from the directors

4.7

The directors shall, within a period of 14 days from the date of the notice given by the directors to the shareholders and provided that shareholders have stated their willingness to purchase the whole of the shares, divide the shares among the shareholders who were willing to purchase them, such division to be made as nearly as possible in proportion to the nominal value of the existing shares in the same class as the shares held by them at the close of business on the day of the transfer notice, except that no shareholder shall be bound to accept more than the number of shares notified by him to the directors. Any number of shares not being capable of being divided equally shall be allocated among the shareholders at the discretion of the directors

4.8

Upon the division being made the proposing transferor shall be bound to transfer the shares in accordance with this regulation upon payment of the fair price to the directors and if he fails to do so the chairman of the board of directors for the time being or failing him another director nominated for that purpose by resolution of the directors shall be deemed to be the duly appointed attorney of the transferor with full power to execute complete and deliver in the name and on behalf of the transferor a transfer or transfers of the shares. Upon completion of the transfer the directors shall pay the fair price to the transferor

4.9

In any case where, following compliance with the provisions of this regulation, insufficient purchasers are found by the directors for the shares then the transferor shall be entitled to transfer the shares to the person named in the transfer notice upon the terms stated in the transfer notice

4.10

At any time on or after the making of a receiving order against any shareholder or the passing of any resolution or making of an order to wind up by any shareholder, or the termination of the employment or directorship of any employee or director of the Company who is a shareholder the directors may by written notice to the shareholder or, as appropriate, his personal representatives or receiver or liquidator declare that a transfer notice shall be deemed to have been served as provided in regulation 4.3 above in respect of all the shares of which the shareholder or any member of his Family Group is the registered holder PROVIDED THAT this regulation shall not apply on the termination of the employment or directorship of a shareholder whose holding, taken together with the holding of his Family Group, is 15% or more of the issued share capital of the Company

4.11

If a person ("the Purchaser") has made an irrevocable and unconditional offer ("the Offer") to acquire all the shares in the Company, and if the Offer is approved in writing by the holders of not less than 85% of the issued share capital of the Company, then the directors shall be deemed the duly authorised agents of each

shareholder entitled to accept the offer on behalf of each shareholder (whether or not such shareholder wishes to accept the offer) and shall be entitled to execute a transfer of shares in favour of the Purchaser on behalf of each shareholder and shall be entitled in full release and satisfaction of all duties and obligations to such shareholder to remit the consideration payable under the Offer to each such shareholder at their address in the register of shareholders (and in the case of joint shareholders to the person first named on the register)

6. WRITTEN RESOLUTIONS

- 6.1 A resolution in writing signed by all the shareholders of the Company entitled to receive notice of and to attend the vote at a general meeting or by their duly appointed proxies or attorney:-
- 6.1.1 shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held; and
- 6.1.2 any such resolution in writing may be contained in one document or in several documents in the same terms each signed by one or more of the shareholders or their proxies or attorneys, and signature in the case of a body corporate which is a shareholder shall be

sufficient if made by a director thereof or by its duly authorised representatives

7. DIRECTORS

- 7.1 The number of the directors shall be determined by the Company in general meeting but unless and until so determined there shall be no maximum number of directors and the minimum number of directors shall be one
- 7.2 A sole director shall have authority to exercise all the powers and discretions vested in the directors generally and regulation 89 of Table A shall be modified accordingly
- 7.3 Directors shall not retire by rotation and regulations 78 and 79 of Table A shall be modified accordingly
- 7.4 A director or alternate director shall not require any share qualification but any director or alternate director who is not a member of the company shall nevertheless be entitled to receive notices of and attend and speak at any general meeting of the company or at any separate meeting of the holders of any class of shares of the company
- 7.5 A person may be appointed a director notwithstanding that he shall have attained the age of seventy years or any other age and no director shall be liable to vacate office by reason of his attaining that or any other

age, nor shall special notice be required of any resolution appointing or approving the appointment of such a director or any notice be required to state the age of the person to whom such resolution relates

8. POWERS OF DIRECTORS

Without prejudice to the powers conferred by regulation 70 of Table A the directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons (including directors and other officers) who are or were at any time in the employment or service of the company, or of any company which is or was a subsidiary of the company or allied to or associated with the company or any such subsidiary, or of any of the predecessors in business of the company or of any such other company, and the spouses, widows, widowers, families and dependants of any such persons, and make payments to for or towards the insurance of or provide benefits otherwise for any such persons

9. PROCEEDINGS OF DIRECTORS

9.1 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two unless there be only one director in which case the quorum shall be one

9.2 A meeting of the directors may, subject to notice thereof having been given in accordance with these articles, be for all purposes deemed to be held when a director is or directors are in communication by telephone or television with another director or directors and all of the said directors agree to treat the meeting as so held provided that the number of the said directors constitutes a quorum of the board hereunder, and a resolution of a majority of the directors in pursuance of this regulation shall be as valid as it would have been if made by them at an actual meeting duly convened and held

9.3 A resolution signed in writing by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) by a committee of directors duly convened and held and may consist of several documents each signed by one or more director; but a resolution signed by an alternate director need not also be signed by his appointor, and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity

9.4 A director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the company:-

9.4.1 shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act;

9.4.2 subject to such disclosure, shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present

10. NOTICES

10.1 A notice may be given by the company to any member in writing either personally or by sending it by pre-paid post, tele-message telefax or telex to his registered address within the United Kingdom supplied by him to the company for the giving of notice to him, but in the absence of such address the member shall not be entitled to receive from the company notice of any meeting

10.2 In the case of joint holders, all notices shall be given to the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders

10.3 A properly addressed and pre-paid notice sent by post shall be deemed to have been upon the day following that on which the notice is posted

10.4 A notice given by tele-message or telefax shall be deemed to have been given at the expiry of 24 hours after it is delivered by the company to the relevant transmitting authority

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10.5 A notice given by telex shall be deemed to have been given at the same time as it is transmitted by the company

11. INDEMNITY

11.1 Subject to the provisions of and so far as may be permitted by the Act, every director, auditor, secretary or other officer of the company shall be entitled to be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred or sustained by him in the execution and discharge of his duties or otherwise in relation thereto. Regulation 118 of Table A shall be extended accordingly