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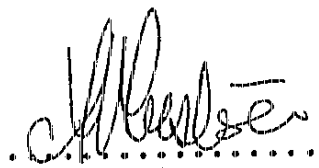
The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTION OF
TIMPAK LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company convened and held at Drayton Wood Hotel, Drayton, Near Norwich, on 4th September 1987, the following resolution was passed as a SPECIAL RESOLUTION of the Company:-

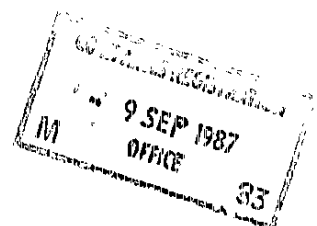
SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by deleting the Articles as they presently appear and by substituting in their stead Articles of Association in the form annexed hereto and marked with the letter "A".


.....
Chairman

Certified a true copy

Filed #



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TIMPAK LIMITED

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24 and 73 to 80 (inclusive) in Table A shall not apply to the Company.
3. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.
4. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.
5. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgment at the office.

The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

7. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
8. The removal of a director under article 5 or 7 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
9. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.
10. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.