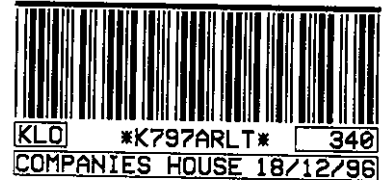


Company No. 994043



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS
OF
CARADON PILLAR LIMITED

Passed on 6 December 1996

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at *222 Gray's Inn Road London* on *6 December* 1996 Resolutions set out below were passed as Special Resolutions.

- 1 That the Company's Memorandum of Association be and hereby is amended to delete clauses 3(F) and 3(H) and to include the following additional new clauses
- "3(W) To borrow and raise money in any manner with or without security and, for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any building society and to accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit by the Company or its Directors and, in particular, by the granting or creating or the permitting to subsist of any mortgages, charges (whether fixed or floating), security rights, liens or encumbrances upon the undertaking of the Company and all or any of its real and personal, moveable and immovable property, (present and future) or by granting or creating or the permitting to subsist of any mortgage, pledge or charge over all or any of the uncalled capital for the time being of the Company or by the creation and issue, at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, of bonds, debentures, debenture stock, perpetual, redeemable or repayable or otherwise or of other obligations or securities of the Company of any description.
- 3(X) To lend and advance money, to place money on current account or on deposit and to grant or provide credit and financial accommodation

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

of

VECTOR ENGINEERING PRODUCTS LIMITED*

(as adopted by Special Resolution passed on 6 December 1996)

1 Preliminary

The regulations in Table A (as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 SI 1985 No. 805 as amended) shall apply to the Company, save in so far as the Articles set out below disapply, modify or are inconsistent with them, to the exclusion of the Table A contained in any other enactment. References to Regulations are to Regulations in Table A. Regulations 24, 25 and 26 shall not apply.

2 Share Capital

Subject to the provisions of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant rights, options or warrants to subscribe or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

3 Proceedings at General Meetings

3.1 No resolution shall be voted on and no other business shall be transacted at any meeting unless a quorum is present when such vote is taken or other business is transacted and no resolution or transaction shall be effective unless a quorum is so present. The first sentence of Regulation 40 shall be modified accordingly.

3.2 A resolution in writing shall not be effective to do anything required by law to be done in general meeting. In the case of a member which is a corporation, the resolution

* Name changed from Caradon Pillar Limited by a Special Resolution passed on

December 1996

may be signed on behalf of that corporation by any two of its Directors or by one of its Directors and its Secretary. Regulation 53 shall be modified accordingly.

4 Alternate Directors

4.1 The same person may be appointed as the alternate director of more than one Director.

4.2 Subject to the provisions of these Articles, an alternate director shall be entitled to attend and vote at all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a Director. Regulation 66 shall be modified accordingly.

4.3 A person appointed as an alternate director who is not a Director is not and shall not be deemed to be a Director by reason of such appointment and except as provided in these Articles shall not have power to act as a Director. An alternate director shall owe the Company the same fiduciary duties and duty of care and skill in the performance of his office as are owed by a Director. Subject as provided in Article 9.5, the provisions of these Articles relating to whether or not a Director may vote or be counted in the quorum on resolutions concerning matters in which such Director has an interest or duty and to the disclosure of any such interest or duty shall accordingly apply mutatis mutandis to every such alternate director. The provisions of Regulations 85 and 86 (as modified by these Articles) shall apply to alternate directors except that paragraph (b) of Regulation 85 shall extend to the Company in addition to the bodies corporate referred to in that paragraph. An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor. Regulation 69 shall not apply.

5 Delegation of Directors' Powers

5.1 The Directors may delegate any of their powers or discretions to any committee of two or more persons, who may include persons who are not Directors whether with or without voting rights or with qualified voting rights provided that (i) more than half of the persons for the time being appointed as members of the committee shall be Directors and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee who are present at the meeting when the resolution is passed or (if such resolution is in writing) sign or approve such resolution are Directors or their alternate directors acting as such. The Directors may from time to time impose regulations to govern the proceedings of any such committee. References in Table A or these Articles to committees of Directors shall be construed as including references to any such committee whether or not consisting only of Directors. Regulation 72 shall be modified accordingly.

5.2 Subject to any conditions imposed by the Directors in relation to the delegation of powers or discretions to a committee of Directors, the proceedings of a committee with two or more members shall be governed by any regulations imposed by the Directors pursuant to Article 5.1 and, except where they conflict with such regulations, by the provisions of these Articles regulating the Proceedings of Directors (including without limitation Regulations 92 and 94 (as modified by these Articles)) so far as they are capable of applying but so that references in such provisions to Directors shall be construed as references to any member of such committee (whether or not a Director). The last sentence of Regulation 72 shall not apply.

- 5.3 Any member of a committee of Directors who is not a Director may be paid such remuneration or fees as the Directors may determine and may be paid such travelling, hotel and other expenses (if any) properly incurred by him in connection with his attendance at meetings of the committee or otherwise in connection with the discharge of his duties as such member as the Directors (or any Director authorised in that behalf by the Directors) may approve.

6 Appointment and Retirement of Directors

- 6.1 The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply and references in any other Regulation to Directors retiring by rotation shall be disregarded.

- 6.2 No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age. Section 293 of the Act shall not apply.

7 Disqualification and Removal of Directors

The office of a Director shall be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer. Regulation 81 shall be modified accordingly.

8 Directors' Appointments and Interests

- 8.1 Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest, a Director may notwithstanding his office 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 member may act in a professional capacity for the Company and be remunerated therefor and shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulations 84 and 85 shall be modified accordingly.

- 8.2 For the purposes of Regulation 85 (as modified by these Articles) a Director shall be deemed to be interested in any transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of Section 317 of the Act. In the case of any transaction or arrangement with the Company in which the Director is interested before it is made or entered into, a general notice given by a Director and which otherwise complies with paragraph (a) of Regulation 86 shall not be a disclosure as provided in that paragraph unless it relates to a specified company or firm of which he is a member or a specified person who is connected with the Director within the meaning of Section 346 of the Act. Regulation 86 shall be modified accordingly.

- 8.3 References in this Article and in Regulations 85 and 86 (as modified by these Articles) to transactions or arrangements shall include contracts, guarantees and indemnities (whether or not constituting a transaction or arrangement). Regulations 85 and 86 shall be modified accordingly.

9 Proceedings of Directors

- 9.1 If the same person is the alternate director for more than one Director he shall be entitled in the absence of two or more of his appointors to separate votes on behalf of

each such appointor on a cumulative basis in addition (if he is himself a Director) to his own vote. Regulation 88 shall be modified accordingly.

- 9.2 A Director who is also an alternate director, if his appointor is not present, shall be counted only once in identifying the number of Directors for the purposes of the quorum for the transaction of the business of the Directors. Regulation 89 shall be modified accordingly.
- 9.3 Regulation 92 shall apply to resolutions in writing of Directors and extend to include alternate directors, and shall be modified accordingly.
- 9.4 Any Director or alternate director who attends a meeting of Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of these Articles and shall be counted in the quorum accordingly.
- 9.5 Subject to the provisions of the Act, a Director may vote at a meeting of Directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 (including a resolution for the approval of an alternate director appointed by him) provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 (as modified by these Articles) to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly.
- 9.6 If an alternate director has an interest in a matter for the purposes of Regulation 94 only because he is treated as having an interest of his appointor or one of his appointors and such alternate director is himself a Director and/or is also an alternate director for any other Director or Directors not personally present at the meeting, Regulation 94 (as modified by Article 9.4) shall apply separately to each of the votes to which he is entitled on a cumulative basis and (notwithstanding that he is so treated as having an interest and provided he is not otherwise precluded from voting) he may vote and shall be counted in the quorum in respect of his office as Director and as alternate director for such other Director or Directors. Regulations 94 (as modified as aforesaid) and 95 shall be modified accordingly.
- 9.7 All or any of the Directors may participate in a meeting of the Directors or any committee of the Directors by means of a conference telephone or any communication equipment which allows all persons participating in the Meeting to hear each other. A person so participating shall be deemed to be present in person at the Meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a Meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the Meeting then is.

10 Accounts

A member, subject to such conditions and regulations as the Directors may determine having regard to any obligation binding upon the Company to keep confidential information supplied to it by other persons, may inspect personally or by his agent at any time and from time to time any account or book or document of the Company (and take and retain copies thereof). Regulation 109 shall not apply.

11 Overriding Provisions

- 11.1 For so long as Vector Engineering Limited is the ultimate holding company of the Company (referred to in this Article as "the Parent Company"), the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:

- (a) the Parent Company may at any time and from time to time appoint any person to be a Director or the Secretary or remove from office any Director or the Secretary (whether or not appointed by the Parent Company) but so that in the case of an executive Director or an executive Secretary his removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (b) the Parent Company may at any time and from time to time appoint any person to be an alternate director for any Director (in which case the Director shall during the currency of such appointment have no right to appoint an alternate director himself and shall have no right to remove such alternate director or to direct him how to vote or act) or remove from office any alternate director (whether or not appointed by the Parent Company) but so that in the case of appointment the alternate director shall be deemed for the purposes of these Articles to have been appointed by such Director and no approval of the Directors shall be required;
- (c) the Parent Company may at any time and from time to time appoint any person (whether or not a Director and notwithstanding that members are otherwise required to be Directors) to be a member of any committee of Directors or remove from office any member of any such committee (whether or not appointed by the Parent Company);
- (d) no security or security interest shall be created or allowed to subsist without the consent of the Parent Company; and
- (e) any or all 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.

11.2 Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and either its Secretary or some other person duly authorised for the purpose.



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
VECTOR ENGINEERING PRODUCTS LIMITED*

(as adopted by Special Resolution passed on 6 December 1996)

1. The name of the Company is RTZ PILLAR 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 business as an investment holding company and in particular without prejudice to the generality of the foregoing to acquire and hold for investment purposes in the name of the Company or in that of any nominee shares, securities and other investments in any company.
 - (B) To coordinate the administration, policies, management, supervision, control, research, planning, trading and any and all other activities of or provide management or other services to any companies which are for the time being directly or indirectly controlled by or under common control with the Company or in which the Company or any holding company of the Company has any interest, direct or indirect.
 - (C) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.
 - (D) To purchase or otherwise acquire letters patent, brevets d'invention, concessions, licences, inventions, rights and privileges, and to exercise and use and grant licences to others to exercise and use letters patent,

* Incorporated on 11th November 1970 as R.T.Z. Europe Limited. Change of name on 1st July 1975 to R.T.Z. Industries Limited. Change of name on 10th December 1984 to R.T.Z. Pillar Limited and on 10th April 1989 to RTZ Pillar Limited

brevets d'invention, concessions, licences, inventions, rights or privileges in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.

- (F) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.

~~(H) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description and whether with or without the Company receiving any consideration to guarantee, support or secure whether by personal 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 trust deed or by other assurance or by any of such methods and whether severally or jointly of the obligations and the payment of the capital or principal of and dividends or interest and premiums on any securities undertaken or issued by any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (within the meaning of Section 154 of the Companies Act 1948), or another subsidiary (within the meaning of the said Section) of the Company's holding company or otherwise associated with the Company in business.~~

- (G) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell, and deal with bills of exchange, promissory notes and other negotiable or transferable instruments.

~~(H) To lend money to and guarantee or give security for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having~~

objects similar to those of this Company or not, and to give all kinds of indemnities.

- (I) To subscribe for, underwrite, purchase or otherwise acquire shares, stock, debentures, debenture stock, bonds, obligations or other securities or investments of any kind whatsoever and wheresoever created or issued, and to hold the same with a view to investment, or to sell, exchange or otherwise dispose of the same for reinvestment purposes or otherwise in the ordinary course of management of the Company's investments.
- (J) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (K) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or any rights of any kind which may appear to be necessary or convenient for any business of the Company including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of the Company.
- (L) To amalgamate with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (M) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (N) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stock, shares or securities of any other company whether fully or partly paid up.
- (O) To procure the registration, recognition or incorporation of the Company in or under the laws of any place outside England and to make any investments or deposits and to comply with any conditions necessary or expedient in order to enable the Company to carry on business in any country, state or place abroad and to establish or guarantee local companies or branch offices, constituted or regulated under or by local laws for the purpose of carrying on any business or activity within the objects of the Company.

- (P) To subscribe or guarantee money for any national, charitable, benevolent, public, commercial, industrial, trading, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (Q) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support schemes, associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons (with or without others) or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (R) To distribute any of the property of the Company among its members in specie or kind.
- (S) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (T) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.
- 3(W) To borrow and raise money in any manner with or without security and, for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any building society and to accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit by the Company or its Directors and, in particular, by the granting or creating or the permitting to subsist of any mortgages, charges (whether fixed or floating), security rights, liens or encumbrances upon the undertaking of the Company and all or any of its real and personal, moveable and immovable property, (present and future) or by granting or creating or the permitting to subsist of any mortgage, pledge or charge over all or any of the uncalled capital for the time being of the Company or by the creation and issue, at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, of bonds, debentures, debenture stock, perpetual, redeemable or repayable or otherwise or of other obligations or securities of the Company of any description.
- 3(X) To lend and advance money, to place money on current account or on deposit and to grant or provide credit and financial accommodation to any person, firm or company including, without limitation, any

holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Company, or any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company) on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company."

3(Y) To enter into any guarantees, contracts of indemnity or suretyships of all kinds and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a mortgage, charge (whether fixed or floating), security right, lien or encumbrance upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company), the performance of any obligation, contract or liability or loss or costs or expense or the payment of any debt or sum including the principal amount thereof or any dividend, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or otherwise associated with the Company in business."

3(Z) To the extent that the same is permitted by law, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for the purpose of or in connection with the purchase or subscription of or for shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100* divided into 100 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

* The share capital shown above is the original capital of the Company. As at 7th November 1988 the share capital of the Company is £320,000,000 divided into 320,000,000 Ordinary Shares of £1 each.

(v)

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 |
|---|---|
|---|---|

J.R. FRANCIS-SMITH,

One

6, St. James's Square,
London, S.W.1.

CHARTERED SECRETARY

L.A. BRODER,

One

6, St. James's Square,
London S.W.1.

CHARTERED SECRETARY

DATED this 27th day of October, 1970.

WITNESS to the above Signatures:-

GLYNNE C. LLOYD-DAVIS,

6, St. James's Square,
London S.W.1.

COMPANY SECRETARY.