Company number: 995387

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF

PRESSPART MANUFACTURING LIMITED

("Company")

At an extraordinary general meeting of the Company duly convened and held on 7 December 1994, resolutions 1 and 5 were passed as special resolutions and resolutions 2, 3 and 4 were passed as ordinary resolutions:

1. Alteration to Articles of Association

(i) That the following amendments to the Articles of Association of the Company be made:-

(a) Regulation 5 of the articles shall be amended by adding the words "or, in the case of a Share Warrant, in the bearer of the Warrant for the time being" after the last word in that regulation.

(b) Regulation 30 of the articles shall be amended by adding the word "registered" before the word "member" in the first line of such regulation.

(c) Regulation 32 of the articles shall be amended by adding the word "registered" before the word "share" in the first line of such regulation.

(ii) The additional regulations contained in the document attached hereto and for the purpose of identification signed by each of us shall be, and the same are hereby respectively approved and adopted as, additional regulations of the Articles of Association of the Company to be added after the last regulation of the existing Articles of Association of the Company.

2. Creation and issue of new Ordinary Shares of US$0.01 each

That the authorised share capital be increased by the creation of 25,000 new Ordinary Shares of US$0.01 each in the capital of the Company.

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3. Bonus issue

That the Directors be and they are hereby authorised in accordance with Article 106 to appropriate the sterling equivalent (determined by the Directors) of US$250.00 for distribution to the holders of Ordinary Shares of £1 each in the capital of the Company on the Register at the effective date of this Resolution in proportion to the number of issued Ordinary Shares of £1 each then held by such holders respectively and to apply such sum on behalf of such shareholders by way of bonus issue in paying up in full all of the 25,000 new Ordinary Shares of US$0.01 each in the capital of the Company, such shares to be allotted and issued, credited as fully paid up, to and amongst such shareholders in the number of one new Ordinary Share of US$0.01 for every one existing Ordinary Share of £1 so held by them respectively on such date provided that this authority shall be conditional upon the passing of the following Resolution and shall expire on 31st December 1995.

4. Allotment authority

That the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said section 80) of the Company up to an aggregate nominal amount of US$250.00 provided that this authority shall expire on 31st December 1995 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall be in addition to all previous authorities conferred upon the Directors pursuant to the said section 80.

5. Reclassification and variation of rights attaching to the existing Ordinary Shares

That subject to the Directors issuing 25,000 new Ordinary Shares of US$0.01 pursuant to Resolutions 3 and 4 the existing Ordinary Shares of £1 each in the capital of the Company be and are hereby re-classified as Deferred Shares having the rights and obligations attributed to that class of shares in the Articles of Association as amended pursuant to Resolution 1 above and that the rights and obligations of such Shares immediately prior to the passing of this Resolution be and are hereby cancelled and extinguished.

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Current director, for and on behalf of the Company

Date: 25 April 2002

THIS IS THE ANNEXURE REFERRED TO IN THE RESOLUTIONS PASSED AT AN EXTRAORDINARY GENERAL MEETING OF PRESSPART MANUFACTURING LIMITED HELD ON 7 DECEMBER 1994

AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION OF PRESSPART MANUFACTURING LIMITED

SHARE WARRANTS TO BEARER

115.

(a) Subject to the provisions hereinafter contained the company may issue share warrants with respect to any shares which are fully paid up upon a request in writing by the person registered as the holder of such shares. The request shall be in such form as the directors shall from time to time treat as appropriate.

(b) Before the issue of a share warrant, the share certificate (if any) for the shares intended to be included in it shall be delivered up to the directors.

(c) Share warrants shall be issued under the seal or, if the directors so resolve, in such other manner having the same effect as if issued under the seal, and shall state that the bearer is entitled to the shares therein specified.

(d) The bearer for the time being of a share warrant shall, subject to the articles, be deemed to be a member of the company and shall be entitled to the same rights and privileges as he would have had if his name had been included in the register as the holder of the shares specified in such share warrant.

(e) The shares included in any share warrant shall be transferred by delivery of the share warrant without any written transfer and without registration, and the provisions in the articles with respect to the transfer and transmission of and to the lien of the company on shares shall not apply to shares so included.

(f) No person shall as bearer of a share warrant be entitled to attend or vote or exercise in respect thereof any of the rights of a member at any general meeting of the company or sign any requisition for or give notice of intention to submit a resolution to a meeting, or to sign any written resolution of the company unless three days at least (or such lesser period as the directors shall specify) before the day appointed for the

meeting in the first case, and unless before the requisition or notice is left at the office, in the second case, or before he signs the written resolution in the third case, he shall have deposited the share warrant in respect of which he claims to act, attend or vote as aforesaid (or a letter from his solicitors confirming that such share warrant has been deposited with a financial institution so as to create or be subject to a security interest (such letter may specify that, in the absence of written notice to the contrary, a person nominated in that letter may attend or vote or exercise in respect thereof any of the entitlements as a bearer of such share warrant as are referred to in this paragraph (f))) at the registered office for the time being of the company or such other place as the directors appoint, together with a statement in writing of his name and address, and if so deposited the share warrant shall remain so deposited until after the meeting or any adjournment thereof shall have been held or, in the case of a written resolution, the same shall have been signed.

Not more than one name shall be received as that of the holder of a share warrant.

(g) There shall be delivered to the person so depositing a share warrant (or the letter from his solicitor) a certificate stating his name and address and describing the shares represented by the share warrant so deposited by him or confirmed by the letter as being the share warrant to which he is entitled, and such certificate shall entitle him, or his proxy duly appointed, (or any person nominated in the solicitor's letter) to attend and vote at any general meeting or to sign any written resolution in the same way as if he (or such person) were the registered holder of the shares specified in the certificate. Upon delivery up of the said certificate to the company, the share warrant in respect whereof it shall have been given shall be returned if deposited with the company.

(h) No person as bearer of any share warrant shall be entitled to exercise any of the rights of a member (save as hereinbefore expressly provided in respect of general meetings) without producing such share warrant (or a letter from his solicitors as described above) and stating his name and address, and (if and when the directors so require) permitting an endorsement to be made (or procuring to the reasonable satisfaction of the directors that such endorsement be made) thereon of the fact, date, purpose and consequence of its production.

(i) The directors shall provide as from time to time they shall think fit for the issue to the bearers for the time being of share warrants (or to such person and for so long as such

bearer may direct from time to time in writing) at the address stated on the Warrant Certificate at the date of its issue (unless the company is notified of any change in accordance with the statement contained thereon and in accordance with the Memorandum and Articles of Association of the company) of coupons payable to bearer providing for the payment of the dividends upon and in respect of the shares represented by the share warrants. Every such coupon shall be distinguished by the number of the share warrant in respect of which it is issued, and by a number showing the place it holds in the series of coupons issued in respect of that share warrant.

(j) Upon any dividend being declared to be payable upon the shares specified in any share warrant, the directors shall give notice to the holder of the Warrant at the address stated on the Warrant Certificate at the date of its issue (unless the company is notified of any change in accordance with the statement contained thereon and in accordance with the Memorandum and Articles of Association of the company) stating the date of payment, and the serial number of the coupon to be presented and thereupon any person presenting and delivering up a coupon of that serial number at the place, or one of the places, stated in the coupon, or in the said notice, shall be entitled to receive upon so delivering it up as the directors shall from time to time direct the dividend payable on the shares specified in the share warrant to which the said coupon shall belong, according to the notice which shall have been so given.

(k) The company shall be entitled to recognise an absolute right in the bearer for the time being of any coupons of which notice has been given as aforesaid for payment of such amount of dividend on the share warrant whereto the said coupon shall belong as shall have been as aforesaid declared payable upon presentation and delivery of the coupon, and the delivery of such coupon shall be a good discharge to the company accordingly.

(l) If any share warrant or coupon be worn out or defaced, the directors may, upon the surrender thereof for cancellation, issue a new one in its stead, and if any share warrant or coupon be lost or destroyed, the directors may, upon the loss or destruction being established to their satisfaction, and upon such indemnity being given to the company as they shall think adequate, issue a new one in its stead. In case of loss or destruction the bearer to whom such new Warrant or coupon is issued shall also bear and pay to the company all reasonable expenses incidental to the investigation by the company of evidence of such loss or destruction and to such indemnity.

(m) If the bearer of any share warrant shall surrender it together with all coupons belonging thereto for cancellation and shall lodge therewith at the registered office for the time being of the company a Declaration in writing, signed by him, in such form and authenticated in such manner as the directors shall from time to time direct, requesting to be registered as a member in respect of the shares specified in such Warrant, and stating in such Declaration his name and address, he shall be entitled to have his name entered as a registered member of the company in respect of the shares specified in the Warrant so surrendered, but the company shall not be responsible for any loss incurred by any person by reason of the company entering into the Register upon the surrender of a Warrant the name of any person not the true and lawful owner of the Warrant surrendered.

116. A notice may be given by the company to the holder of a share warrant to the address supplied by him by notice in writing to the company from time to time for the giving of notice to him. Any notice to the company supplying a new address for the giving of notices by the company shall be accompanied by the share warrant which shall be cancelled and a new share warrant shall be issued having endorsed thereon the address to which future notices by the company to the holder of the share warrant may be given.

117. The directors may from time to time require any holder of a share warrant who gives, or has given, an address at which notices may be served on him, to produce his share warrant and to satisfy them that he is, or is still, the holder of the share warrant in respect of which he gives or gave the address.

118. Any notice required to be given by the company to the members, or any of them, and not expressly provided for by the articles, or any notice which cannot be served in the manner so provided, shall be sufficiently given by advertising the same once in the London Gazette.

DEFERRED SHARES

119. Income and Capital

(a) Save as provided in paragraph (b) below, the holders of Deferred Shares shall not be entitled to any participation in the profits or the assets of the company.

(b) The holders of Deferred Shares shall only be entitled to participate in the assets of the company after the holders of every other class of shares in the capital of the company

shall have received on a return of assets on liquidation or otherwise the sum of £1 million in respect of each share (other than Deferred Shares) held by them.

120. Voting

None of the Deferred Shares shall carry any right to receive notice of or attend and vote at any general meeting of the company.

121. Repurchase

Notwithstanding any other provision of the articles, the company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1 which shall be applied for the benefit of the company.