

THE COMPANIES ACTS 1948 TO 1967**Declaration of Compliance**

with the requirements of the Companies Act, 1948 to 1967
on application for registration of a Company.

Pursuant to Section 15(2)

Name of Company :

PLAS-PAK (U.K.)
LIMITED

Presented by

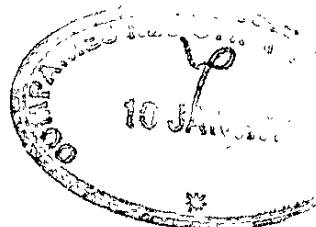
Lovegrove & Durant,
4 Park Street,
Windsor,
Berks.

JUST AND COMPANY LTD.

Company Printers and Registration Agents

71 NEW OXFORD STREET, LONDON, W.C.1

Telephone : 01-836 2261/1341



I, PETER ANTHONY SIMPSON
of 4 PARK STREET
WINDSOR
BERKS

Delete words
not applicable

Do solemnly and sincerely declare that I am [a solicitor of the
Supreme Court engaged in the formation] (a) [~~a person named in the~~
~~Articles of Association as a Director/Secretary~~]

of PLAS-PAK (U.K.)

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 Windsor

the 31st day of December

one thousand nine hundred and Seventy One
before me.

[Signature]
(b) A Commissioner for Oaths

(a) or in Scotland 'a Solicitor engaged in the formation'
(b) or Notary Public or Justice of the Peace.

1038677/2

No. of Company.....

Form No. 25

PLAS - PAK (U.K.)



LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41 Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

The NOMINAL CAPITAL of.....

PLAS - PAK (U.K.) Limited

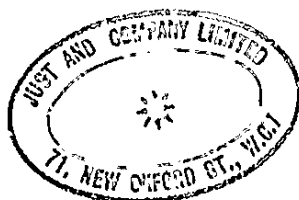
is £1,000, divided into 1000 shares of £1-00 each

Signature *P. S. Sengupta*Description *Subscriber to the memorandum & articles of Association*Date *7/1/72*

Presented by

Lovegrove & Durant
 Park Street,
 Windsor, Berks.

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P

THE COMPANIES ACTS, 1948 to 1967

JAN 10 1968 3 186
COMPANY LIMITED BY SHARES

020.00

Memorandum of Association

OF

Plas-Pak (U.K.) Limited

1038677 | 3

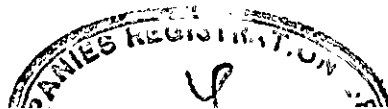
1. The name of the Company is :- "PLAS-PAK (U.K.) LIMITED".

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

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

(a) To manufacture, buy, sell, import, export, ~~distribute and otherwise deal in or with polythene bags and wrappings and containers and packaging materials of all descriptions whether made from plastics or otherwise and to trade in like manner in goods of all kinds made wholly or partly from polythene or other plastics.~~

(b) To carry on business as manufacturers, moulders and fabricators and dealers in plastic substances and in the processing and moulding of plastic goods and materials of all kinds, plastic sheets, mouldings, domestic appliances and utensils, household fittings and conveniences, electrical fittings of all kinds, wireless and television cabinets and cases, builders' and decorators' requisites and materials, furniture, office equipment and advertising media, cinema and theatre scenery, fittings and equipment, clock cases, toolhandles, bookcases and book-ends, smokers' conveniences and requisites, manicure sets and cases, toilet requisites and cases, brush backs, toys, games and novelties, jewel cases, ornaments, drawing, writing, surveying, painting, and scientific instruments and requisites, optical instruments and equipment and all articles of plastic for use in house, shop, hotel, theatre, office or other buildings, and as importers and exporters of merchandise generally.



- (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 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 business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences 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 in, or interests 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 with or without security and subject to such conditions as may seem 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 employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) 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 £1,000 divided into 1,000 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.

WE, the several persons whose names and addresses 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
<p><i>R. P. Svensson</i> R. P. SVENSSON "ALPHIAN" 6 MALVERN ROAD MAIDENHEAD BERKS SOLICITORS CLERK</p>	<p>ONE</p>
<p><i>P. K. Hullett</i> PAULINE KATHLEEN HULETT 19 BROADLANDS COURT. NORINGHAM, ROAD, BRACKNELL, BERKS. Secretary</p>	<p>ONE</p>

DATED this 30th day of December 1971.

WITNESS to the above signatures :-

G. A. Day

73 UPGROFT,

WINDSOR,

BERKS.

ANGELA DAY

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Plas-Pak (U.K.) Limited

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 22, 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS.

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS.

10. The number of Directors shall not be less than two nor more than five. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association of the Company.

11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

12. Subject to the provisions of Section 199 of the Companies Act 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

AUDITORS.

15. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

INDEMNITY.

16. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

R. P. Svensson

RALPH PETER SVENSSON

"ALPHIAN"

6 MAWERN ROAD

MAIDENHEAD

BERKS

SOLICITORS CLERK

P. K. Hullett

PAULINE KATHLEEN HULETT.

19 BROADLANDS COURT.

NOCKINGHAM ROAD,

BRACKINELL, BERKS.

Secretary.

DATED this 30th day of December 1971.

WITNESS to the above signatures :-

G. A. Dany

73 UPDEOTT,

WINDSOR,

BERKS.



CERTIFICATE OF INCORPORATION

No. 1038677

I hereby certify that

PLAS-PAK (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **18th January 1972**

A handwritten signature in dark ink, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies

Number of } 1038677
Company } 114

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

Plas-Pak (U.K.)

LIMITED

Passed 30.12. , 1974 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

843a Finchley Road, London, N.W.11.

on the 30th day of December , 1974, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

That the share capital of the company be increased to £10,000 by the creation of 9,000 ordinary shares of £1.00 each.

Signature

[Signature]
[Signature]

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

64

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

COMPANIES REGISTRATION
21 JAN 1975
51 OFFICE 51

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU
a subsidiary of The Solicitors' Law Stationery Society, Limited.

Companies 7

F2152724-8-78
★ ★

No. of Company..... 1038677

Form No. 10

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

Plas-Pak (U.K.) Limited

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a† Special Resolution of the Company dated the
30th day of December 19 74 the nominal capital of the
Company has been increased by the addition thereto of the sum of £9,000
beyond the registered capital of £ 1,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
9,000	Ordinary	£1.00

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 this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Ranking Parri Passu with existing shares.

Signature *Chaudhary*

State whether Director or Secretary *Director*



Dated the 10th day of January 19 75

Presented by

Presentor's Reference DG/RW 1724

Atlas, Glazer & Co.,
843a Finchley Road,
London N.W.11



Number of } 1038677
Company } 18

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

Plas-Pak (U.K.) LIMITED

Passed 21st June, 1977.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at
. 843a Finchley Road, London NW11 8NA

on the 21st day of June, 1977, the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

1. That the Nominal Share Capital be increased beyond the Registered Capital of £10,000 by creation of 30,000 Ordinary Shares of £1 each, and the new Shares to rank Parri Passu in all respects with existing Shares.
2. That the new Shares so created be issued to the existing Shareholders out of the Capital Reserve of the Company in proportion to their present holding.

Signature

DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).



No. of Company 1038677

THE COMPANIES ACTS 1948 to 1967

Notice and Statement of Increase in Nominal Capital

*DELETE "and Statement" in cases where a SEPARATE statement is necessary; see overleaf for notes.

To THE REGISTRAR OF COMPANIES

Insert name of Company.

Plas-Pak (U.K.)

†State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a ^{Special} Resolution of the Company dated the 21st day of June 1977 the nominal capital of the Company has been increased by the addition thereto of the sum of £30000 beyond the registered capital of £10000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
30000	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 this space is insufficient the conditions should be set out separately by way of annexure.

Ranking parri passu with the existing shares

Signature

State whether Director }
or Secretary }

DIRECTOR

Dated the 19th day of June 1977

Presented by

Presentor's Reference DG/SC/1724

Atlas Glazer & Co.,

843a Finchley Road,

London NW11 8NA.



COMPANIES ACTS, 1948 to 1981

SPECIAL RESOLUTIONS

PLAS-PAK (UK) LIMITED

Company Registration No: 1038677

39.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at 4 Park Street Windsor Berkshire on *Mon* day the *8th* day of *October* 1984 the following resolutions were passed as Special Resolutions of the Company:-

1. That the Articles of Association of the Company be altered by inserting therein immediately after Article 3 the following new Article numbered 3A:

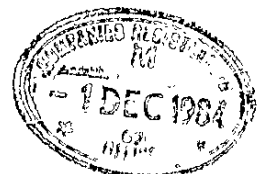
"3A (1) Clause 10 in Part I of Table A shall not apply to the Company

- (2) Subject to the provisions of Part III of the Companies Act 1981 the Company is authorised to purchase its own shares, and any such purchase may be completed by there being delivered to the Company at its Registered Office the certificates relating to the shares so purchased whereupon such shares shall forthwith be cancelled."

2. That the Company be and is hereby authorised in accordance with Article 3A of its Articles of Association and Part III of the Companies Act 1981 to purchase its own shares in pursuance of and on the terms of the proposed contract to be made between Mrs. J.M. Mackintosh (1) the Company (2) and K.J. Mackintosh (3), a copy of which is submitted to the meeting and for purposes of identification initial'ed by the Chairman.

DATED the *8th* day of *October* 1984

Signed *Mackintosh*
Chairman



THE COMPANIES ACTS 1948 TO 1981

Return by a company purchasing its own shares

Pursuant to section 52(1)(2) and (3) of the Companies Act 1981

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company Number

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* PLAS-PAK (UK) LIMITED

Note
This return must
be delivered to
the registrar
within a period
of 28 days
beginning with
the first date on
which shares to
which it relates
were delivered
to the company.

* Insert full
name of
company

The return of shares purchased by the company under section 46 of the Companies Act 1981 is as follows:—

Class of shares	Ordinary			
Number of shares purchased	8,000			
Nominal value of the shares	£1			
Date(s) on which the shares were delivered to the company	1984			
Maximum and minimum prices paid for the shares	max £2.50 min			

A private
company is
not required
to give this
information

The aggregate amount paid by the company for the shares to which this return relates was: £20,000 +

‡ Delete as
appropriate

Signed [Signature] [Director] [Secretary] ‡ Date 8th October 1984

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

LOVEGROVE & DURANT
4, PARK STREET,
WINDSOR.

Ref: PAS

For official use
General section

Post room



Company Number: 1038677

THE COMPANIES ACT 1985

(COPY)
SPECIAL RESOLUTIONS

pursuant to section 378 of the Companies Act 1985

of PLAS PAK (U.K.) LIMITED

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at 4 Park Street Windsor Berks

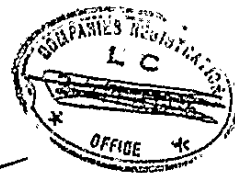
on the 28th day of January 1986 the following SPECIAL RESOLUTIONS were duly passed:-

1. That the Memorandum of Association of the Company be altered by the addition thereto of the following new Clause 3(s):

" (s) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the said Act)"

and that the existing Clauses 3(s) and (t) be relettered as 3(t) and (u) respectively.

2. That the regulations set forth in the printed document produced to this meeting and for the purpose of identification signed 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 the existing Articles thereof



JORDAN & CO. LTD.
046458/PND
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Chairman/Director

CLASSDATE
13 MAR 1986
CRO

Shareholder

JORDAN & SONS LTD.

046458/PV JORDAN & SONS LTD.

47 BRUNSWICK PLACE, LONDON N1 6EE

No. of Company 1038677EL. OF 47/1000 TEL. 01 253 3030

The Companies Acts 1948 to 1967
and
The Companies Act 1985

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

PLAS-PAK (U.K.) LIMITED

(Incorporated the 18th day of January 1972)



Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
Jordan House
47, Brunswick Place, London N1 6EE
Telephone 01 253 3030 Telex 261010

CLASSIDATE
13 MAR 1986
CRG

THE COMPANIES ACTS 1948 to 1967

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

*Walter M
Dwyer*

MEMORANDUM OF ASSOCIATION OF

PLAS-PAK (U.K.) LIMITED

(As altered by Special Resolution dated the 28th day of
January 1986)

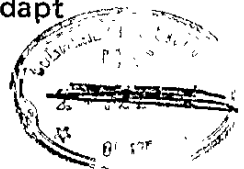
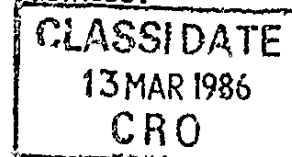
1. The name of the Company is "PLAS-PAK (U.K.) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(a) To manufacture, buy, sell, import, export, distribute and otherwise deal in or with polythene bags and wrappings and containers and packaging materials of all descriptions whether made from plastics or otherwise and to trade in like manner in goods of all kinds made wholly or partly from polythene or other plastics.

(b) To carry on business as manufacturers, moulders and fabricators and dealers in plastic substances and in the processing and moulding of plastic goods and materials of all kinds, plastic sheets, mouldings, domestic appliances and utensils, household fittings and conveniences, electrical fittings of all kinds, wireless and television cabinets and cases, builders' and decorators' requisites and materials, furniture, office equipment and advertising media, cinema and theatre scenery, fittings and equipment, clock cases, toolhandles, bookcases and book-ends, smokers' conveniences and requisites, manicure sets and cases, toilet requisites and cases, brush backs, toys, games and novelties, jewel cases, ornaments, drawing, writing, surveying, painting, and scientific instruments and requisites, optical instruments and equipment and all articles of plastic for use in house, shop, hotel, theatre, office or other buildings, and as importers and exporters of merchandise generally.

(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 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 business or property so purchased or acquired.

(f) To apply for, purchase or otherwise acquire any patents, licences 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, licence, 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 interests 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 with or without security and subject to such conditions as may seem 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 incorporation.

(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 employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.

(r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.

(s) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the said Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the said Act.

(t) To distribute any property of the Company in specie among the members.

(u) 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 £1,000 divided into 1,000 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.

* By Special Resolution dated 30th December 1974 the Share Capital of the Company was increased to £10,000 divided into 10,000 shares of £1 each.

By a further Special Resolution dated 21st June 1977 the Share Capital was increased to £40,000 divided into 40,000 shares of £1 each.

WE, the several persons whose names and addresses 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
--	---

Ralph Peter Svensson,
"Alphian",
6 Malvern Road,
Maidenhead,
Berks.

One

Solicitor's Clerk

Pauline Kathleen Hulett,
19 Broadlands Court,
Wokingham Road,
Bracknell,
Berks.

One

Secretary

Dated this 30th day of December, 1971.

Witness to the above Signatures:- Gwen Angela Day,
73 Upcroft,
Windsor,
Berks.

Secretary

THE COMPANIES ACT 1985

[Handwritten signature]

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PLAS-PAK (U.K.) LIMITED

(Adopted by Special Resolution passed on the 28th day of January 1986)

PRELIMINARY

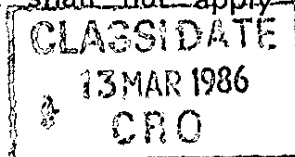
1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) All shares shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.



(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination the maximum number of Directors shall be five and the minimum number of Directors shall be two. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

(e) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(f) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(g) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(q) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has,

directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. (a) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer which would otherwise be permitted under the succeeding provisions of this Article if it is a transfer

(i) of a share on which the Company has a lien;

(ii) of a share (not being a fully paid share) to a person of whom they shall not approve;

(iii) of a share (whether or not it is fully paid) made pursuant to paragraph (g) below.

The first sentence of Clause 24 in Table A shall not apply to the Company.

(b) Any person (hereinafter called "the proposing transferor") proposing to transfer any shares shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any Member or Members willing to purchase the same (hereinafter called "the purchasing Member") at the price specified therein or at the fair value certified in accordance with

paragraph (d) below (whichever shall be the lower). A transfer notice shall not be revocable except with the sanction of the Directors.

(c) The shares comprised in any transfer notice shall be offered to the Members (other than the proposing transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the offer notice, provided that if a certificate of fair value is requested under paragraph (d) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the Members or until the expiry of the period specified in the offer notice whichever is the later. For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The offer notice shall further invite each Member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the Members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no Member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors may think fit.

(d) Any Member may, not later than eight days after the date of the offer notice, serve on the Company a notice in writing requesting that the Auditor for the time being of the Company (or at the discretion of the Auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in the Country of the situation of its Registered Office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this Article reference to the Auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the Auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing Members or borne by any one or more of them as the Auditor in his absolute discretion shall decide. In certifying the fair value as aforesaid the Auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Auditor, the Company shall by notice in writing inform all Members of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are

offered for sale. For the purpose of this Article the fair value of each share comprised in the transfer notice shall be its value as a rateable proportion of the total value of all the issued shares of the Company and shall not be discounted or enhanced by reference to the number of shares referred to in the transfer notice.

(e) If purchasing Members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (c) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferor specifying the purchasing Members and the proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing Members.

(f) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member. The Company shall pay the purchase money into a separate bank account.

(g) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (e) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty subject to paragraph (a) above to transfer all or any of the shares comprised in the transfer notice to any person or persons.

(h) In the application of Clauses 29 to 31 in Table A to the Company:-

(i) any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall give a transfer notice before he elects in respect of any share to be registered himself or to execute a transfer;

(ii) if a person so becoming entitled shall not have given a transfer notice in respect of any share within six months of the death or bankruptcy, the Directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days of such notice to give a transfer notice in respect of all the shares to which he has so become entitled and for which he has not previously given a transfer notice and if he does not do so he shall at the end of such thirty days be deemed to have given a transfer notice pursuant to paragraph (b) of this Article relating to those shares in respect of which he has still not done so;

(iii) where a transfer notice is given or deemed to be given under this paragraph (h) and no price per share is specified therein the transfer notice shall be deemed to specify the sum which shall, on the application of the Directors, be certified in writing by the Auditors in accordance with paragraph (d) of this Article as the fair value thereof.

Names, addresses and descriptions of Subscribers

Ralph Peter Svensson,
"Alphian",
6 Malvern Road,
Maidenhead,
Berks.

Solicitor's Clerk

Pauline Kathleen Hulett,
19 Broadlands Court,
Wokingham Road,
Bracknell,
Berks.

Secretary

Dated this 30th day of December, 1971.

Witness to the above Signatures;- Gwen Angela Day,
73 Upcroft,
Windsor,
Berks.

Secretary



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

1038677

Name of company

* PLASPAK (UK) LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3 1 1 2 1 9 8 7

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

Signed [Signature] Designation ‡ Director

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

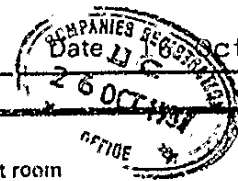
Presentor's name address and reference (if any):

Beachcrofts
100 Fetter Lane
London EC4A 1BN

ref: SJH/15780

For official Use
General Section

Post room



7/3

COMPANY NO: 1038677

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PLAS-PAK (U.K.) LIMITED

(Adopted by Special Resolution passed on the 28th day of January 1986 and Amended by Special Resolution passed on the 16th day of October 1987)

PRELIMINARY

- 1 (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

- 2 (a) All shares shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of £65,307 at any

time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

- 3 (a) The share capital of the Company at the date of the adoption of this Resolution is £65,307 divided into 32,000 "A" Ordinary Shares of £1 each, 33,207 "B" Ordinary Shares of £1 each and 100 "C" Ordinary Shares of £1 each;

(b) The rights attaching to the said respective classes of shares shall be as follows:

(i) as regards income - the profits which the Company may determine to distribute in respect of any financial year shall be applied (subject to sub-article 3(b)(ii)(F)) as the Directors may in their absolute discretion think fit either in payment of a dividend to the holders of the "A" Ordinary Shares according to the amounts paid up or credited as paid up on the "A" Ordinary Shares to the entire exclusion of the holders of the "B" Ordinary Shares and the "C" Ordinary Shares or in the payment of the dividend to the holders of the "B" Ordinary Shares according to the amounts paid up or credited as paid up on the "B" Ordinary Shares to the entire exclusion of the holders of the "A" Ordinary Shares and the "C" Ordinary Shares or in the payment of the dividend to the holders of the "C" Ordinary Shares according to the amount paid up or credited as paid up on the "C" Ordinary Shares to the entire exclusion of the holders of the "A" Ordinary Shares and the "B" Ordinary Shares or alternatively the said profits may be apportioned as to part to the "A" Ordinary Shares as to part to the "B" Ordinary Shares and as to part to the "C" Ordinary Shares in such proportions as the Directors may in their absolute discretion think fit and the amount apportioned to the "A" Ordinary Shares (if any) shall be distributed as a dividend to the holders of the "A" Ordinary Shares in the manner aforesaid and the amount apportioned to the "B" Ordinary Shares (if any) shall be distributed as a dividend to the holders of the "B" Ordinary Shares in the manner aforesaid and the amount apportioned to the "C" Ordinary Shares (if any) shall be distributed as a dividend to the holders of the "C" Ordinary Shares in the manner aforesaid;

(ii) as regards capital - on a return of assets on a liquidation, repayment of capital or otherwise howsoever, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the "A" Ordinary Shares the "B" Ordinary Shares and the "C" Ordinary Shares the amounts paid up or credits as paid up on the "A" Ordinary Shares the "B" Ordinary Shares and the "C" Ordinary Shares respectively and secondly and subject thereto the balance of such assets subject to any special rights which may be attached to any class of shares hereafter issued shall belong to and be distributed to the holders of the "A" Ordinary Shares the "B" Ordinary Shares and the "C" Ordinary Shares as one class rateably according to the number of the "A" Ordinary Shares "B" Ordinary Shares and "C" Ordinary Shares held by them respectively;

(iii) as regards pre-emption:

(A) the holders of a majority of the "B" Ordinary Shares for the time being in issue shall be entitled to acquire all but not part of the "C" Ordinary Shares for the time being in issue at a price of £1 per share.

(B) the aforesaid right shall be exercisable by the holders of a majority of the "B" Ordinary Shares at any time by serving written notice ("a purchase notice") on the holders of the "C" Ordinary Shares at the last known address or addresses of such holders as are recorded in the Register of Members and on the Company at its registered office of its or their wish to acquire all the "C" Ordinary Shares and when a purchase notice is given the holders of the majority of the "B" Ordinary Shares giving the purchase notice shall be bound and if more than one jointly and severally to acquire and the holders of all the "C" Ordinary Shares shall be bound to sell their respective holdings of "C" Ordinary Shares at a price of £1 per share at the expiration of 28 days from the date of the purchase notice.

(C) if any holder of "C" Ordinary Shares shall fail to transfer his shares in compliance with the purchase notice, the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed attorney of that shareholder with full power to execute complete and deliver in the name of and on behalf of that shareholder transfers of the "C" Ordinary Shares of which he is the holder to the purchasers thereof against payment of the purchase price to the Company. On payment of the purchase price to

the Company the purchaser or purchasers shall be deemed to have obtained a good receipt for such payment and one execution and delivery of the transfer or transfers the purchaser or purchasers shall be entitled to insist upon his or their name being entered in the Register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the "C" Ordinary Shareholder concerned

(D) on and after the date of a purchase notice (whether or not service thereof on the Company has been effected under sub-paragraph (B) of this paragraph (iii)) the right of the holders of the "C" Ordinary Shares to participate in any distribution of profits under paragraph (i) hereof shall cease and determine and accordingly as from the date of a purchase notice the profits which the Company may thereafter determine to distribute in respect of any financial year shall be applied in payment of a dividend only to the holders of the "B" Ordinary Shares according to the amounts paid up or credited as paid up on the "B" Ordinary Shares

(E) in the event that any of the "A" Ordinary Shares are transferred to any person or persons holding "B" Ordinary Shares then the said "A" Ordinary Shares shall be immediately redesignated and reclassified as "B" Ordinary Shares from the moment that the transfer is entered in the Register of Members of the Company

(F) for so long as there shall be any "A" Ordinary Shares in issue the directors of the Company will in the event that they elect to make a distribution to the holders of the "B" Ordinary Shares or "C" Ordinary Shares (or either of them) make a distribution to the holders of the "A" Ordinary Shares of an amount equal to the dividend per share paid in the aggregate per share for the holders of the "B" Ordinary Shares or "C" Ordinary Shares

- 3 (c) The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly

- 4 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

GENERAL MEETINGS AND RESOLUTIONS

- 5 (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company

- 6 (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved

(c) Clause 41 in Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

- 7 (a) Clause 64 in Table A shall not apply to the Company

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination the

maximum number of Directors shall be five and the minimum number of the Directors shall be two. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly

(c) The Directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company

(d) A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age

(e) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed

(f) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director

(g) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force

BORROWING POWERS

- 8 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

ALTERNATE DIRECTORS

- 9 (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to this own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

DISQUALIFICATION OF DIRECTORS

- 10 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly

GRATUITIES AND PENSIONS

- 11 (a) The Directors may exercise the powers of the Company conferred by Clause 3(g) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

(b) Clause 87 in Table A shall not apply to the Company

PROCEEDINGS OF DIRECTORS

- 12 (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company

INDEMNITY

- 13 (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company

against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

(b) Clause 118 in Table A shall not apply to the Company

Names, addresses and descriptions of Subscribers

Ralph Peter Sversson
"Alphian"
6 Malvern Road
Maidenhead
Berks

Solicitor's Clerk

Pauline Kath'een Hulett
19 Broadlands Court
Wokingham Road
Bracknell
Berks

Secretary

Dated this 30th day of December 1971

Witness to the above Signatures:-

Gwen Angela Day
73 Upcroft
Windsor
Berks

Secretary



COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

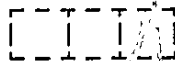
Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number



1038677

Name of company

*

PLASPAK (UK) LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 16 Oct and 6^{Jan} Dec 1988 the nominal capital of the company has been
increased by £ 25,307 beyond the registered capital of £ 40,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

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 follow:

As set out in attached Resolutions.

Please tick here if
continued overleaf‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation ‡

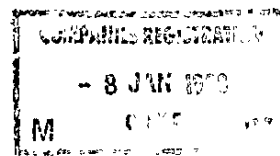
Date

Presentor's name address and
reference (if any):Beachcroft's
100 Fetter Lane
London EC4A 1BN

ref: SJH/15780

For official Use
General Section.

Post room



Company No. 1038677

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

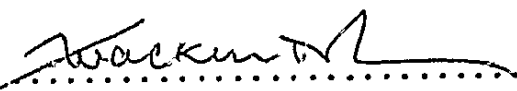
of all of the registered shareholders


- of -


PLASPAK (UK) LIMITED

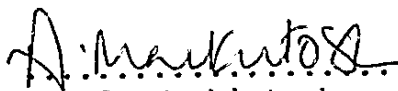
Resolution

THAT the intended effect of the Resolutions passed on 16th October 1987 to redesignate and increase the authorised share capital of the Company from £32,000 to £65,307 by the creation of 33,207 "B" Ordinary Shares of £1 each and 100 "C" Ordinary Shares of £1 each was to increase the authorised capital to £65,307 by the creation of 25,207 "B" Ordinary Shares of £1 each and 100 "C" Ordinary Shares of £1 each, and that the existing authorised but unissued 8,000 shares of £1 each in the capital of the Company be redesignated as "B" Ordinary Shares all such different classes of shares having attached thereto the rights and privileges set out in Regulation 3(a) of the Articles of Association of the Company as amended.

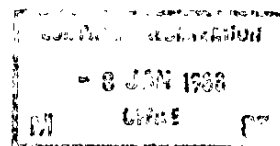

.....
Ken Mackintosh


.....
Rockware Plastics Industries Ltd


.....
Rockware Group plc


.....
Amanda Mackintosh

6th January 1988



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

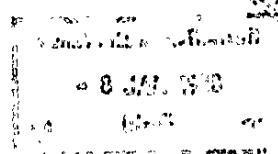
PLASPAK (UK) LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 16th October 1987 the following Resolutions were passed as Special Resolutions:

RESOLUTIONS

THAT:

1. Each of the 32,000 Ordinary Shares of £1 each in the capital of the Company be redesignated as "A" Ordinary Shares to have attached thereto the rights and privileges set out in regulation 3(a) of the Articles of Association of the Company as amended by Special Resolution 3 below.
2. The capital of the Company be increased from £32,000 to £65,307 by the creation of 33,207 "B" Ordinary Shares of £1 each and 100 "C" Ordinary Shares of £1 each having attached thereto the rights and privileges set out in regulation 3(a) of the Articles of Association of the Company as amended by Special



Resolution 3 below.

3. The Articles of Association of the Company be and the same are hereby amended with immediate effect by the renumbering of the existing Article 3 as "3(c)" and the inclusion in the said Articles of the following regulation as Article 3(a) and 3(b); viz:

"3(a) The share capital of the Company at the date of the adoption of this Resolution is £65,307 divided into 32,000 "A" Ordinary Shares of £1 each, 33,207 "B" Ordinary Shares of £1 each and 100 "C" Ordinary Shares of £1 each;

3(b) The rights attaching to the said respective classes of shares shall be as follows:

(i) as regards income - the profits which the company may determine to distribute in respect of any financial year shall be applied (subject to sub-article 3(b)(ii)(F)) as the Directors may in their absolute discretion think fit either in payment of a dividend to the holders of the "A" Ordinary Shares according to the amounts paid up or credited as paid up on the "A" Ordinary Shares to the entire exclusion of the holders of the "B" Ordinary Shares and the "C" Ordinary Shares or in the payment of the dividend to the holders of the "B" Ordinary Shares according to the amounts paid up or credited as paid up on the "B" Ordinary Shares to the entire exclusion of the holders of the "A" Ordinary Shares and the "C" Ordinary Shares or in the payment of the dividend to the holders of the "C" Ordinary Shares according to the amount paid up or credited as paid up on the "C" Ordinary

Shares to the entire exclusion of the holders of the "A" Ordinary Shares and the "B" Ordinary Shares or alternatively the said profits may be apportioned as to part to the "A" Ordinary Shares as to part to the "B" Ordinary Shares and as to part to the "C" Ordinary Shares in such proportions as the Directors may in their absolute discretion think fit and the amount apportioned to the "A" Ordinary Shares (if any) shall be distributed as a dividend to the holders of the "A" Ordinary Shares in the manner aforesaid and the amount apportioned to the "B" Ordinary Shares (if any) shall be distributed as a dividend to the holders of the "B" Ordinary Shares in the manner aforesaid and the amount apportioned to the "C" Ordinary Shares (if any) shall be distributed as a dividend to the holders of the "C" Ordinary Shares in the manner aforesaid;

(ii) as regards capital - on a return of assets on a liquidation, repayment of capital or otherwise howsoever, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the "A" Ordinary Shares the "B" Ordinary Shares and the "C" Ordinary Shares the amounts paid up or credited as paid up on the "A" Ordinary Shares the "B" Ordinary Shares and the "C" Ordinary Shares respectively and secondly and subject thereto the balance of such assets subject to any special rights which may be attached to any class of shares hereafter issued shall belong to and be distributed to the holders of the "A" Ordinary Shares the "B" Ordinary Shares

and the "C" Ordinary Shares as one class rateably according to the number of the "A" Ordinary Shares "B" Ordinary Shares and "C" Ordinary Shares held by them respectively;

(iii) as regards pre-emption:

(A) the holders of a majority of the "B" Ordinary Shares for the time being in issue shall be entitled to acquire all but not part of the "C" Ordinary Shares for the time being in issue at a price of £1 per share.

(B) the aforesaid right shall be exercisable by the holders of a majority of the "B" Ordinary Shares at any time by serving written notice ("a purchase notice") on the holders of the "C" Ordinary Shares at the last known address or addresses of such holders as are recorded in the Register of Members and on the Company at its registered office of its or their wish to acquire all the "C" Ordinary Shares and when a purchase notice is given the holders of the majority of the "B" Ordinary Shares giving the purchase notice shall be bound and if more than one jointly and severally to acquire and the holders of all the "C" Ordinary Shares shall be bound to sell their respective holdings of "C" Ordinary Shares at a price of £1 per share at the expiration of 28 days from the date of the purchase notice.

(C) if any holder of "C" Ordinary Shares shall fail to transfer his shares in compliance with the purchase notice, the Chairman of the Company or some other person appointed by the Directors shall be deemed to

have been appointed attorney of that shareholder with full power to execute complete and deliver in the name of and on behalf of that shareholder transfers of the "C" Ordinary Shares of which he is the holder to the purchasers thereof against payment of the purchase price to the Company. On payment of the purchase price to the Company the purchaser or purchasers shall be deemed to have obtained a good receipt for such payment and on execution and delivery of the transfer or transfers the purchaser or purchasers shall be entitled to insist upon his or their name being entered in the Register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the "C" Ordinary Shareholder concerned.

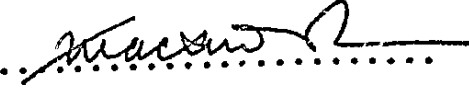
(D) on and after the date of a purchase notice (whether or not service thereof on the Company has been effected under sub-paragraph (B) of this paragraph (iii)) the right of the holders of the "C" Ordinary Shares to participate in any distribution of profits under paragraph (i) hereof shall cease and determine and accordingly as from the date of a purchase notice the profits which the Company may thereafter determine to distribute in respect of any financial year shall be applied in payment of a dividend only to the holders of the "B" Ordinary Shares according to the amounts paid up or credited as paid up on the "B" Ordinary Shares

(E) In the event that any of the "A" Ordinary

Shares are transferred to any person or persons holding "B" Ordinary Shares then the said "A" Ordinary Shares shall be immediately redesignated and reclassified as "B" Ordinary Shares from the moment that the transfer is entered in the Register of Members of the Company

(F) For so long as there shall be any "A" Ordinary Shares in issue the directors of the Company will in the event that they elect to make a distribution to the holders of the "B" Ordinary Shares or "C" Ordinary Shares (or either of them) make a distribution to the holders of the "A" Ordinary Shares of an amount equal to the dividend per share paid in the aggregate per share for the holders of the "B" Ordinary Shares or "C" Ordinary Shares

4. The Articles of Association of the Company are hereby amended with immediate effect by the deletion of the words in Article 2(c) "the authorised share capital at the date of adoption of these Articles" and the insertion of the following words in substitution therefor "£65,307"
5. The Articles of Association of the Company are hereby amended with immediate effect by the deletion of Article 14.


.....
Chairman

1038677.

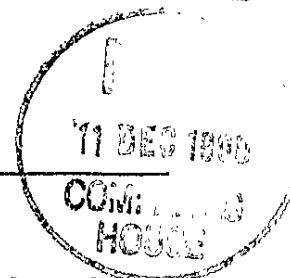
The Companies Act 1985

SPECIAL RESOLUTION

of

PLAS-PAK (UK) LIMITED

(passed 24th October 1990)

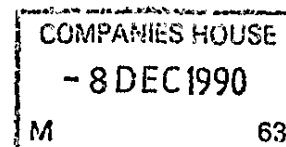


AT an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company held on 24th October 1990 the following Resolution was duly passed as a Special Resolution, viz:

RESOLUTION

THAT the name of the Company be changed to

Rockware Shelfco No. 2 Limited



RB2/40/005102.

J. Davis
.....
Chairman

Certified True Copy

C R Jenkins
.....
C R Jenkins
Group Company Secretary

Date

24.10.90.....

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1038677

I hereby certify that

PLAS-PAK (U.K) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ROCKWARE SHELF CO NO. 2 LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 18 DECEMBER 1990

F. A. Smith

an authorised officer

Company No: 1038677

Companies Act 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
ROCKWARE SHELF CO NO.2 LIMITED

At an Annual General Meeting of the Company duly convened and held on 24th May 1991, the following Resolutions were passed as ELECTIVE RESOLUTIONS:-

ELECTIVE RESOLUTIONS

1. THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
2. THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings of the Company.
3. THAT pursuant to Section(s) 369(4) (consent to short notice of General Meetings other than the Annual General Meeting or General Meetings to consider Special Resolutions) and 378(3) (consent to short notice of General Meetings to consider Special Resolutions) of the Companies Act 1985 the Company hereby elects that the provisions of Section 369(4) of the Companies Act 1985 referred to in the final paragraph thereof and the provisions of Section 378(3) of the Companies Act 1985 referred to in the final paragraph thereof shall at any time after the date of this Resolution have effect in relation to the company as if for the references to 95 per cent there were substituted references to 90 per cent and 90 per cent respectively.



4. THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.

.....*J Pave*.....

Chairman

Company No 1038677

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

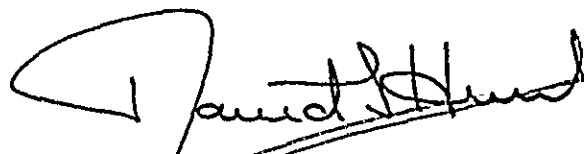
SPECIAL RESOLUTION
OF

ROCKWARE SHELF CO NO.2 LIMITED

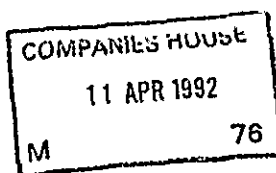
(Passed 27th March 1992)

By means of a written resolution dated 27th March 1992 and signed by all the members of the above-named company entitled to receive notice of and to attend and vote at general meetings, the following SPECIAL RESOLUTION was passed:

"THAT the regulations contained in the form of the Articles of Association attached to this Resolution and signed, for the purpose of identification only by each of the person named below, be adopted with immediate effect as the Articles of Association of the Company in place, and to the exclusion of, all existing regulations of the Company"



D.S. Hunt
per pro BTR Secretaries Limited
Secretary



Company Number : 1038677

H. Davis
C.R. Jenkins

The Companies Acts 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

ROCKWARE SHELF CO NO. 2 LTD

(as adopted by Special Resolution passed on 27th March 1992)

PRELIMINARY

The regulations in Table A in the Companies (Table A to F) Regulations 1985 do not apply to the Company.

INTERPRETATION

1. In these regulations -

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof and statutory instrument relevant thereto or derived therefrom for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution whether under seal or under hand.

"office" means the registered office of the company.

"holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"member" means any holder for the time being of shares.

"the seal" means the common seal of the company.

"secretary" means any person appointed to perform the duties of the secretary of the company including a joint assistant or deputy secretary.

"shares" means (unless the context does not so admit) shares in the capital of the company (of whatsoever class).

Unless the context otherwise requires, words or expressions contained in these regulations bear the same

meaning as in the Act (as in force when these regulations become binding on the company).

Words denoting the singular include the plural and vice versa. Words denoting the masculine include the feminine and neuter. Words denoting persons include corporations.

A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of the articles or the Act.

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine.
3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles.
4. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
5. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as by the articles or by law otherwise provided) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

VARIATION OF RIGHTS

6. Unless otherwise provided by the rights attached to any shares, those rights shall be deemed to be varied by the reduction of the capital paid up on the shares and by the allotment of further shares ranking in priority for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by such first mentioned shares, but shall not otherwise be deemed to be varied by the creation or issue of further shares.

SHARE CERTIFICATES

7. Every member upon becoming the holder of any shares shall be entitled without payment to one certificate for all the shares of each class held by him (and upon transferring a part of his holding of shares of any class, to a certificate for the balance of the holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such

reasonable sum as the directors may determine. Every certificate shall be executed by the company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

8. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

9. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien on a share shall extend to all moneys payable in respect of it.
10. The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or the person entitled to it in consequence of the death or bankruptcy of the holder demanding payment and stating that if the notice is not complied with the shares may be sold.
11. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in the proceedings in reference to the sale.
12. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

13. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of a sum due thereunder, be revoked in whole or in part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
14. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. If a call remains unpaid after it has become due and payable the person from whom the sum is due shall pay interest on the unpaid sum from the day it became due until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
17. A sum payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that sum had become due and payable by virtue of a call.
18. Subject to the terms of the allotment the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.
19. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
20. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends

or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

21. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, reallocation or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
22. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited but shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those monies before the forfeiture or, if no interest was payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
23. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

24. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the register of members in respect thereof.
25. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share which is not fully paid or on which the company has a lien but, if they do so, they shall within two months after the date on which the transfer was lodged

- with the company send to the transferee notice of the refusal.
26. The directors may also decline to recognise an instrument of transfer unless -
- (A) it is lodged duly stamped at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;
 - (B) it is in respect of only one class of share; and
 - (C) it is in favour of not more than four transferees.

If the directors refuse to register a transfer of a share they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

27. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
28. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
29. The company shall be entitled to retain any instrument of transfer which is registered but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

30. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
31. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it

were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company.

ALTERATION OF CAPITAL

33. The company may by ordinary resolution -
- (A) increase the share capital by new shares of such amount as the resolution prescribes;
 - (B) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (C) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (D) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
34. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of the Act the company) and distribute the proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
35. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve, and any share premium account in any way.

PURCHASE OF OWN SHARES

36. Subject to the provisions of the Act, the company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares out of (or otherwise than out of) distributable profits of the company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

37. All general meetings other than annual general meetings shall be called extraordinary general meetings.
38. The directors may call general meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

39. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice, and all other extraordinary general meetings shall be called by at least fourteen clear days' notice: but a general meeting may be called by shorter notice if it is so agreed:-
- (A) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (B) in the case of a general meeting for the passing of a special resolution by a majority in number of the members having a right to attend and vote at the meeting being a majority holding:-
 - (a) such percentage (being not less than ninety per cent) in nominal value of the shares giving that right as may be specified in or for the time being determined by the company for the purposes of any elective resolution of the company for the time being in force passed in accordance with the Act for the purposes of either or both of sections 369(4) and 378(3) of the Act; or
 - (b) if no election as is referred to in the immediately preceding sub-regulation subsists, not less than ninety-five per cent in nominal value of the shares giving that right; and
 - (B) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority holding:-

- (a) such percentage (being not less than ninety per cent) in nominal value of the shares giving that right as may be specified in or for the time being determined by the company for the purposes of any elective resolution of the company for the time being in force passed in accordance with the Act for the purposes of section 369(4) of the Act; or
- (b) if no election as is referred to in the immediately preceding sub-regulation subsists, not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

- 40. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 41. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 42. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, one person entitled to be counted in a quorum present at the meeting shall be a quorum.
- 43. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and if there is only one director present and willing to act, he shall be chairman.

44. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
45. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.
46. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give notice of an adjournment.
47. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
- (A) by the chairman; or
 - (B) by at least two members having the right to vote at the meeting; or
 - (C) by a member representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (D) by a member holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
48. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes 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.
49. The demand for a poll may, before the poll is taken, be withdrawn with the consent of the chairman and a demand so

withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

50. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
51. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
52. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
53. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
54. Subject to the provisions of Sections 381A to 381C and 382A of the Act and to Schedule 15A of the Act as regards, inter alia, the rights of auditors, a resolution in writing signed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of one or more documents in like form each signed by or on behalf of one or more members. In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

VOTES OF MEMBERS

55. Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy or who (being a corporation) is present by a duly authorised representative neither the proxy nor the authorised representative being himself a member

- entitled to vote, shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.
56. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
57. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
58. Unless the directors otherwise determine, no member shall vote at any general meeting, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
59. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
60. On a poll votes may be given either personally or by proxy. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.
61. The instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointor. A member may appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.
62. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may

- (A) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 1 hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (B) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and, not less than 1 hour before the time appointed for the taking of the poll; or
 - (C) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director.
63. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office, or at such other place at which the instrument of proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
64. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company but so that without prejudice to the generality of the foregoing or of section 375 of the Act any director or the secretary of any member of the company which is a corporation shall be deemed to be a duly authorised representative of that member. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the company and such corporation shall for the purposes of the articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

NUMBER OF DIRECTORS

65. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

ALTERNATE DIRECTORS

66. Any director (other than an alternate director) may by writing under his hand and deposited at the office or delivered at a meeting of the directors appoint any other director, or any other person approved by resolution of the directors and willing to act to be an alternate director and may in like manner remove from office an alternate director so appointed by him.
67. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and, save as otherwise provided in the articles, generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
68. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
69. Any appointment or removal of an alternate director shall be by notice signed by the director making or revoking the appointment or in any other manner approved by the directors.
70. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

71. Subject to the provisions of the Act the memorandum of association of the company and the articles and to any elective resolution for the time being in force made in accordance with section 379A of the Act and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum of association or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made and that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles

and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers:-

- (A) to any managing director or any director holding any other executive office; and/or
- (B) to any committee consisting of one or more directors.

The delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

73. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

74. The company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director. Without prejudice thereto the directors may appoint a person to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed by the directors in any year in respect of which there is no valid and subsisting election (by elective resolution in accordance with section 379A of the Act) for the purposes of section 366A of the Act shall hold office only until the next following annual general meeting and, if not then reappointed, shall vacate office.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

75. (A) The office of a director shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or the articles or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt, has a receiving order made against him or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be suffering from mental disorder and either -

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland in an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice to the company; or
 - (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period the directors resolve that his office be vacated; or
 - (f) he is removed from office by notice in writing served upon him signed by all his co-directors at a time when the number of directors holding office is not less than two.
- (B) Without prejudice to any other provisions of the articles governing the appointment and removal of directors any member or members holding alone or together a majority in nominal value of such of the issued share capital for the time being of the company as carries the right to attend and vote at all general meetings of the company may by memorandum in writing signed by or on behalf of him or them or if any member is a corporation signed by either the Managing Director or Chief Executive of that member and delivered to the office or tendered at a meeting of the directors, at any time and from time to time:
- (a) appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors provided that such appointment does not cause the number of directors to exceed any number fixed in accordance with the articles as the maximum number of directors; and
 - (b) remove any director from office howsoever appointed.
- (C) The removal from office pursuant to regulation 75(A)(f) or 75(B) of any director who holds an executive office which thereby automatically

determines shall be deemed an act of the company and shall have effect accordingly.

REMUNERATION OF DIRECTORS

76. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

77. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

78. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases for any reason whatsoever to be a director but without prejudice to any claim to damages for breach of any contract of service between the director and the company.
79. Subject to the provisions of the Act, a director may notwithstanding his office:-
- (A) be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested; and
 - (B) be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is interested.
80. Provided that, where it is necessary, he declares the nature of his interest at a meeting of directors as required by the Act, a director shall not by reason of his office be accountable to the company for any benefit which he derives from any office or employment to which the articles allow him to be appointed or from any transaction or arrangement or from any interest in any body corporate in which the articles allow him to be interested and no

such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

81. For the purposes of the immediately preceding regulation -

- (A) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (B) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

82. The company may provide benefits, whether by the payment of gratuities or pensions or otherwise, for any director who has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including spouse or former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such gratuity, pension or other benefit, or for the insurance of any such person.

PROCEEDINGS OF DIRECTORS

83. (A) Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Notice of any meeting of the directors (or any committee of the directors) may be given by telephone facsimile transmission or by telex. It shall not be necessary to give notice of a meeting to any director (or as the case may be any member of any such committee) who is absent from the United Kingdom. Any director may waive notice of any meeting other than one to be held by telephone or similar communicating equipment and any such waiver may be retroactive. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

(B) The contemporaneous linking together by telephone or similar communicating equipment of the company secretary and directors or members of a committee of the directors being in number not less than the quorum required for the transaction of the business of the directors or such committee, whether in the United Kingdom or elsewhere in the world, shall be deemed to constitute a meeting of the directors (or as the case may be a meeting of such committee), so long as the following conditions are met:-

- (a) all the directors or members of the committee of the directors for the time being entitled to receive notice of any meeting of the directors or of such committee (including any alternate director) shall be entitled to notice of any such meeting and to be linked by telephone for the purpose of such meeting;
- (b) subject as provided in sub-regulation (d) each of the directors or members of such committee taking part and the company secretary must be able to hear each of such other persons taking part throughout the meeting;
- (c) at the commencement of the meeting each participant must acknowledge his presence to all the other persons taking part in such meeting;
- (d) unless he has previously obtained the consent of the chairman of the meeting a person may not leave the meeting by disconnecting his telephone and shall conclusively be presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a participant's telephone is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected;
- (e) a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if signed by the chairman of such meeting.

84. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A director or a member of a committee of the directors shall be treated as present at a meeting of the directors or any such committee notwithstanding that he is not physically present if he is in communication with the meeting by telephone or similar communicating equipment. A director or member of a committee of the directors who is in communication as aforesaid shall be counted as part of the quorum for such meeting. A person who holds office only

- as an alternate director shall, if his appointor is not present, be counted in the quorum.
85. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
86. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. The director so appointed shall preside at every meeting of directors at which he is present but if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
87. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
88. A resolution in writing signed 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) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors 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.
89. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- (A) his interest arises solely by virtue of his being an employee or director, or other officer of, or is interested in shares or debentures in the parent company or any of its subsidiaries;
 - (B) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for

the benefit of, the company or any of its subsidiaries;

- (C) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (D) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange;
- (E) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes;
- (F) any arrangement for the benefit of employees of the company or of any of its subsidiaries under which the director benefits in a similar manner to the employees and that does not accord to any director as such any privilege or advantage not generally accorded to the employees to whom such arrangement relates.

For the purposes of this regulation an interest of a person who is for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company) connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

- 90. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 91. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 92. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director

separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

93. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

94. Subject to the provisions of the Act, the secretary, deputy secretary or assistant secretary of the ultimate parent company from time to time and each person appointed for the time being to perform the duties of any such office, whether in place and the holder thereof or under circumstances where there is no longer a holder thereof, shall for so long as he is such holder or so appointed, be the secretary, deputy secretary or assistant secretary respectively of the company unless otherwise appointed by the directors. The remuneration and conditions of appointment of the secretary may be determined by the directors who may at any time remove the secretary from office but without prejudice to any claim for damages for breach of contract of service between him and the company.

MINUTES

95. The directors shall cause minutes to be made in books kept for the purpose:-
- (A) of all appointments of officers made by the directors;
 - (B) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors including the names of the directors present at each such meeting.

THE SEAL

96. (A) No instrument shall be executed by the company otherwise than by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and except as otherwise so determined it shall be signed by a director and by the secretary or by a second director.
- (B) Any instrument signed by a director and by the secretary or by a second director and expressed (in whatever form of words) to be executed by the

company shall have the same effect as if executed under the seal.

DIVIDENDS

97. Subject to the provisions of the Act the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
98. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.
99. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. Subject as aforesaid, all dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
100. The directors may deduct from any dividend or other moneys payable to any member in respect of a share any moneys presently payable by him to the company in respect of that share.
101. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
102. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered

address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

103. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.
104. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

105. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

CAPITALISATION OF PROFITS

106. The directors may with the authority of an ordinary resolution of the company:-
 - (A) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve;
 - (B) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued

shares to be issued to members credited as fully paid;

- (C) resolve that any shares so allotted to any member in respect of a holding by him of any partly paid shares shall rank for dividend only to the extent that the latter shares rank for dividend;
- (D) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
- (E) authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

- 107. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder 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. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
- 108. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 109. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been given to the person from whom he derives his title.
- 110. Proof that the envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

111. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied by them for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy has not occurred.

WINDING UP

112. If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

113. Subject to the provisions of the Act but without prejudice to any indemnity to which the director or other officer or auditor may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil or criminal which relates to anything done or omitted by him as an officer or employee of the company and, in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

SECRECY

114. Every director, member of a committee, officer, agent or employee of the company shall be bound (and if required by the directors shall before entering on his duties execute a declaration or contract pledging himself) to observe strict secrecy respecting all transactions of the company (including without limitation) transactions with customers

and the state of customers' accounts, and all matters relating thereto and not to reveal any matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by a court of law or by the third party or parties to whom such matters relate or so far as may be necessary in the conduct of the business of the company or in order to comply in any other way with any provision of these articles.

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Company No. 1038677

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

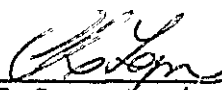
ROCKWARE SHELF CO NO.2 LIMITED

(pursuant to Section 378 Companies Act 1985)

passed 25 August 1992

At an Extraordinary General Meeting of the members of the Company held at Silvertown House, Vincent Square, London SW1P 2PL on 25th August 1992, the following resolution was duly passed as a SPECIAL RESOLUTION:

"THAT in accordance with the provisions of Section 250 of the Companies Act 1985 the Company being a dormant company within the meaning of the said section, Section 384(1) shall not apply and accordingly no Auditors are appointed."


per pro BTR Secretaries Limited
Secretary

