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**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

ELECTIVE RESOLUTIONS

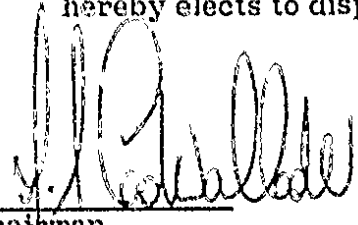
pursuant to Section 379A Companies Act 1985

JABOULET LIMITED

passed the 28th June 1991

At a general meeting of the members of the above-named company, duly convened and held at Wootton House Wootton Bedfordshire MK43 9HG on 28th June 1991, the following Elective Resolutions were passed:

- (a) 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.
- (b) THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked.
- (c) THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.


Chairman

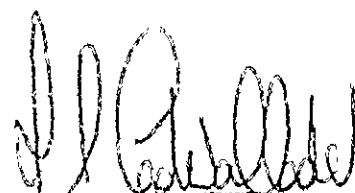
1081499

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
JABOULET LIMITED

passed the 28th June 1991

At a general meeting of the members of the above-named company, duly convened and held at Wootton House Wootton Bedfordshire MK43 9HG on 28th June 1991, the following Special Resolution was passed:

THAT pursuant to Section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman be and the same are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.


Chairman

No 1081499

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

- AND -

ARTICLES OF ASSOCIATION

of

J A B O U L E T L I M I T E D

(Incorporating all amending Resolutions
down to and including 28th June 1991)

Incorporated the 13th day of November 1972

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Jaboulet Limited.

1. The name of the Company is JABOULET 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 purchase, take on lease, exchange or otherwise acquire, land, buildings, tenements and hereditaments for any estate or interest whatever (including options thereon), and any rights over or connected with land and to hold and from time to time vary, sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of, develop, deal in and trade in the same as may seem expedient, and to invest the moneys of the Company on the security of the same.
 - (B) To develop and turn to account any land acquired by or in which the Company is interested, and to finance the development of any land whether the Company has an interest in such land or not; in particular by laying out and preparing the same for building purposes, constructing, reconstructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving offices, flats, houses, factories, warehouses, shops, wharves, buildings, works and conveniences of all kinds and by consolidating or connecting or subdividing properties, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, property developers, tenants and others.

(2)

- (C) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (D) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (E) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

(3)

or proposing to carry on any of the businesses which this Company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid for property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (K) To invest and deal with the money of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient and in

(4)

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (M) 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 perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (R) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(5)

- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependants or connections or such persons and to grant pensions and allowances and to make payments toward insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

*5. The Share Capital of the Company is £100 divided into £100 Shares of £1 each.

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. (In Words)
JOHN ROBERT WILDECK. 35, Parkhill, Middleton. Nr King's Lynn, Norfolk. Chartered Accountant.	One
JOHN STEPHEN (ETHIN). Fridham, 79, Station Road, Heacham, Norfolk. Solicitor.	One
DAVID JOHN BEDFORD. "Rookery Farm", Swaiton, Norfolk. Estate Agent.	One

DATED this 18th day of September, 1976.

WITNESS to the above Signatures

KEITH VENESS.
219, Kingshill Ave,
Northolt, Middlesex.

Manager

*The share capital was increased to £14,000 on 12th April 1976 by the creation of 13,900 shares of £1.00 each.

Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

JABOULET LIMITED

(Adopted by Special Resolution passed on 28th June 1991)

General

1. The regulations contained in Table A as prescribed at the date of adoption of these Articles for the purposes of Section 8 of the Companies Act 1985 (such Table being hereinafter referred to as "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.
2. In these Articles "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

Share Capital

3. The authorised share capital of the Company at the date of adoption of these Articles is £14,000 divided into 14,000 Ordinary Shares of £1 each.
4. Subject to the provisions of the Act and the provisions hereinafter contained the Directors are hereby authorised to exercise the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued to such persons (including any Directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the Company in General Meeting and to the terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act.

5. Section 89(1) and Section 90(1) to (6) inclusive of the Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the Directors pursuant to the Act.
6. The Company is a private company and, accordingly, it may not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
7. Subject to the provisions of the Act, any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles for the time being of the company or as the Company may by resolution determine. Regulation 3 of Table A shall not apply.
8. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into in pursuance of this Article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the Directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the Directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into in pursuance of this Article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company in pursuance of this Article. Regulation 35 of Table A shall not apply.

Transfer of Shares

9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not a fully paid share, and Regulation 24 of Table A shall not apply to the Company.

Notice of General Meetings

10. The words "or a resolution appointing a person as a director" in Regulation 38 of Table A shall not apply to the Company.

Conduct of General Meetings

11. At any General Meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy. Regulation 46 of Table A shall be modified accordingly.
12. A proxy shall be entitled to vote on a show of hands. Regulation 54 shall be modified accordingly.
13. Regulation 62 of Table A shall not apply to the Company.

Votes of Members

14. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

Number of Directors

15. The minimum number of Directors shall be two and there shall be no maximum number. Regulation 64 of Table A shall not apply.

Delegation of Powers of Directors

16. The Directors may delegate any of the powers to committees consisting of such person or persons (whether Directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

Alternate Directors

17. 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 Regulation 66 in Table A shall be modified accordingly.
18. A Director, or any such other person as is mentioned in Regulation 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.
19. An alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting shall exercise and discharge all the functions, powers and duties of the Directors whom he represents and shall without prejudice to the generality of the foregoing be entitled, in the absence from the United Kingdom of the Director appointing him, to sign on his behalf. Resolution in writing of the Directors. An alternate Directors shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director and Regulation 67 shall not apply to the Company.

20. The following words shall be added at the end of Regulation 89 of Table A, namely: "For the purposes of this Regulation an alternate shall be counted in a quorum separately in respect of each of the Directors for whom he has been appointed alternate but so that no less than two individuals shall constitute a quorum".

Appointment, Retirement and Remuneration of Directors

21. The Directors shall not be obliged to retire from office by rotation and Regulation 73 to 75 of Table A inclusive, the words "other than a director retiring by rotation" in Regulation 76 of Table A, the words "(other than a director retiring by rotation at the meeting)" in Regulation 77 of Table A, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the last two sentences of Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.
22. There shall not be any age limit for Directors and subsections (1) to (6) of Section 293 of the Act shall not apply to the Company. Regulation 81(a) of Table A shall be modified accordingly.
23. Regulation 82 of Table A shall be amended by inserting the words "by way of fee" after the word "remuneration" wherever that word appears.
24. The office of a Director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these Articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder or injury of managing or administering any property or affairs of his own or of the Company and the Directors resolve that his office be vacated. Regulation 81 of Table A shall be modified accordingly
25. The appointment of any person to any office pursuant to Regulation 84 of Table A may at any time be revoked by the Directors, without prejudice to any rights of the holder of such office in respect of such revocation.

Special Directors

26. The Directors shall have power from time to time by Resolution to appoint any one or more persons to any post with such descriptive title including that of Director (whether as divisional, departmental, deputy, assistant, local, advisory or otherwise) being hereinafter referred to as a Special Director and the following provisions with regard to any such appointment or appointments shall have effect.
- (a) The appointment, tenure of office, remuneration (if any) and scope of duties of a Special Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Special Director, except that no act shall be done that would impose any personal liability on any Special Director except with his full knowledge and consent.

- (b) The Directors may also from time to time remove any Special Director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Special Director and the Company.
- (c) The appointment of a person to be a Special Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Special Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Special Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited by law from being concerned or taking part in the management of the Company, or if he resigns his office or is removed from office by a Resolution of the Board.
- (d) A Special Director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in the Companies Act 1985 or these Articles and no Special Director shall be entitled to attend or be present at any meetings of the Board or of any committee of Directors unless the Directors shall require him in attendance.
- (e) A Special Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

Proceedings of Directors

27. A Director absent or intending to be absent from the United Kingdom may request the Directors during his absence to send notices of meetings of the Directors to him at such address within the United Kingdom as he may give to the Company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
28. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the Directors or of any committee of the Directors in accordance with that Section. Subject where applicable to such disclosure a Director may 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 and Regulation 94 of Table A shall not apply to the Company.
29. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 100 of Table A shall be modified accordingly.

30. Whenever a company (hereinafter called "the Parent Company") shall be the holder of not less than 90 per cent in nominal value of such of the issued share capital for the time being of the Company carries the right of attending and voting at General Meetings of the Company the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:

- (a) the Parent Company may at any time and from time to time appoint any person to be a Director of the Company or remove any Director from office;
- (b) none of the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued shall be exercised without the consent of the Parent Company; and
- (c) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

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

Appointment of Secretary

31. Two or more persons may be appointed as Joint Secretaries. The Directors may also appoint one or more Assistant Secretaries. Regulation 99 of Table A shall be modified accordingly.

Notices

32. The figure "24" shall be inserted in substitution for the figure "48" in the second sentence of Regulation 115 of Table A. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.