

Company Number 1197246

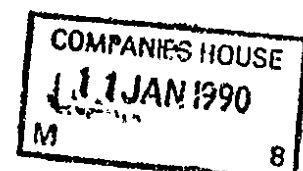
HALL & TAWSE EASTERN LIMITED

Notifies you that at the Annual General Meeting, duly convened and held at 522 Derby Road, Lenton, Nottingham, on Tuesday 14th November 1989, the following Special Resolution was adopted:

"THAT the printed document here presented to the meeting and for the purposes of identification signed by the Chairman hereof, be and is hereby adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all previously subsisting Articles."

W. A. Courtman

W A COURTMAN
DIRECTOR / SECRETARY



Company Number 1197246

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

HALL & TAWSE EASTERN LIMITED

(as adopted by Special Resolution on 14th November 1989)

PRELIMINARY

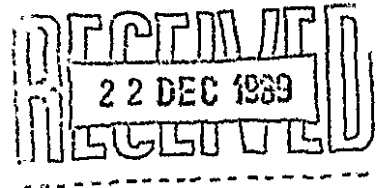
1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive) and 94 to 97 (inclusive) of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to all dividends or other monies and rights payable thereon or accruing thereto in respect thereof.

SHARES

4. The authorised share capital of the Company at the date of adoption of these articles is £2,500,000 divided into 2,500,000 Ordinary Shares of £1 each, of which 2,000,100 are currently in issue. The directors are hereby authorised for a period of five years from the date of adoption of these articles to allot the unissued shares in the capital of the Company to such persons, at such times and on such terms as they think proper and the provisions of Section 89(1) and Section 90 of the Companies Act 1985 (the "Act") shall not apply to the allotment of such shares.



5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

7. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one. If and so long as there is a sole director, he may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply.
8. A director (including an alternate director) shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of of any class of shares in, the Company.
9. A director (including an alternate director) who has duly declared his interest therein may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
10. The directors shall (subject to obtaining the prior written consent of the Company's ultimate holding company) have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an additional director.
11. The Company's ultimate holding company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either to fill a casual vacancy or as an addition to the existing directors and to remove from office any director howsoever appointed. Every such appointment or removal shall be in writing signed by a director or the Company's ultimate holding company and shall take effect from delivery at the registered office of the Company.
12. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors and, without prejudice to the provisions of the Act, may at any time remove a director from office, provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

CORPORATE DIRECTORS

14. Any corporation holding office as a director of the Company may appoint from time to time by resolution of its directors, any of its officials or any other person to act as its representative at any meeting of the directors, and the person so authorised shall be entitled to exercise the same powers and discretions as any other director of the Company on behalf of such corporation.

CHAIRMAN

15. The Company's ultimate holding company may from time to time appoint a director to act as chairman of the Company and to remove any chairman so appointed. Every such appointment or removal shall be in writing, signed by a director of the Company's ultimate holding company and shall take effect upon delivery at the registered office of the Company.

BORROWING POWERS

16. The directors (subject to obtaining prior written consent of the Company's ultimate holding company) 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 Companies Act 1985 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.

INDEMNITY

17. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director or other officer of the Company 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, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

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