

No. of)
Company) 1265480

13

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of


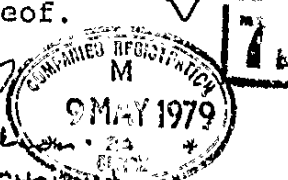
TRENPORT INVESTMENTS LIMITED

(Passed the 3rd April 1979)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 31 Charles Street, London, W1X 7PN on Tuesday, 3rd April, 1979 the following resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £500,000 to £505,000 by the creation of 500,000 New Ordinary Shares of 1p. each.
2. That the sum of £5,000 being part of the amount standing to the credit of the capital reserve of the Company be capitalised and set free for distribution amongst the persons who were registered as the holders of the 500,000 existing issued Shares of £1 each at close of business on the day before the date of this resolution in proportion to the number of Shares held by them and that such sum be not paid in cash but be applied in paying up in full 500,000 New Ordinary Shares of 1p. each to be allotted credited as fully paid up to and amongst such holders of existing Shares accordingly.
3. That forthwith upon the allotment of New Ordinary Shares referred to in Resolution 2 above, the said 500,000 existing issued Shares of £1 each in the capital of the Company (being those Shares in issue prior to the capitalisation referred to in Resolution 2 above) be and they are hereby converted into Deferred Shares of £1 each and that the New Ordinary Shares of 1p. each be designated "Ordinary Shares" and that the rights and restrictions attaching to all such Shares be as set out in the Articles of Association to be adopted by Resolution 4 below.
4. That the Articles contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles hereof.



CHAIRMAN

Ch. Khan
20/10/1979

THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

of

TRENPORT INVESTMENTS LIMITED

(Adopted by Special Resolution passed on the
3rd April 1979)

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, (hereinafter referred to as "Table A") shall apply to the Company.
2. The capital of the Company at the date of the adoption of these Articles is £505,000 divided into 500,000 Ordinary Shares of 1p. each and 500,000 Deferred Shares of £1 each. The rights and privileges attaching to the said Ordinary and Deferred Shares are as follows:-
 - (i) INCOME. The Ordinary Shares shall carry all right to income which the Company may determine to distribute in respect of any financial year.
 - (ii) CAPITAL. On a return of capital in a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied firstly in repaying to the holders of the Ordinary Shares the nominal amount paid up or credited as paid up on such shares and secondly in repaying to the holders of the Deferred Shares the nominal amount paid up or credited as paid up on such shares. Any surplus shall be payable to the holders of Ordinary Shares.

(iii) VOTING. The Deferred Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote at any general meetings of the Company unless the meeting is convened for reducing the capital or winding up or sanctioning a sale of the undertaking, or for the purpose of considering a proposition to be submitted to the meeting directly affecting the special rights or privileges of the holders of such Deferred Shares as a class.

3. The shares shall be at the disposal of the Directors, who may, (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to Clause 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

4. The lien conferred by Clause 11 of Part I of Table A shall attach to fully paid-up shares, and to all shares 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.

5. An instrument of transfer of fully paid shares need not be executed by or on behalf of the transferee and Clause 22 of Part I of Table A shall be modified accordingly.

6. Unless otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two and Clause 75 of Part I of Table A shall be modified accordingly.

7. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

8. The proviso to Clause 79 of Part I of Table A shall be omitted.

9. A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 of Part I of Table A shall be modified accordingly.

10. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or

service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any person as aforesaid, and make payments for or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect of the proposed payment being disclosed to the members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. Clause 87 of Part I of Table A shall be omitted.

11. The last twenty-six words of Clause 86 of Part I of Table A shall be omitted.

12. Paragraph (f) of Clause 88 of Part I of Table A shall be omitted.

13. The provisions of sub-sections (1) to (6) inclusive of Section 185 of the Act shall not apply to the Company.

14. Each Director shall have the power to appoint either another Director or any person, approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects as to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties as a Director or his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.