

Number of Company: 1408486

13

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTIONS

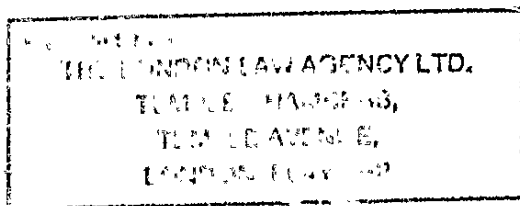
of


PAXNOBLE LIMITED

Passed the 11th day of January, 1979.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 11th day of January 1979, the following SPECIAL RESOLUTIONS were duly passed :-

1. That the Memorandum of Association of the Company with respect to its objects be altered by deleting Clause 3 of the said Memorandum and by substituting therefor the new Clause 3 already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof.
2. That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.




R.C. KEEN
Chairman.

Lowe/Baw

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PAXNOBLE LIMITED

(As altered by Special Resolution passed on the 11th January 1979)

1. The name of the Company is PAXNOBLE 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 carry on business as manufacturers, importers, exporters, buyers and sellers of, and as Agents for and dealers in water, air tight and grease proof containers, cartons, casks, boxes, bins, tubes and cases of every description for liquid and solid foods, ingredients and commodities of all kinds whether made of celluloid, cardboard, metal, wood, leather, fibre, transparent paper, water and grease proof paper or other materials and to manufacture, import, buy, sell and deal in either as principals or agents all such articles and things used or capable of being used in the manufacture of the aforesaid articles or in connection with the aforesaid businesses.
 - (B) To carry on any other business (Manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the aforesaid businesses or any of them or otherwise calculated directly or indirectly to render more profitable or enhance the value of any of the Company's property and rights for the time being.

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LONDON E.C. 4

LONG / BOWATER

- (C) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development, or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated; to make advances upon the security of land or house or other property or any interest therein.
- (D) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (E) To promote 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 benefit this Company.
- (F) To take or otherwise acquire and hold shares, stock, debentures, or other securities of or interests in 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.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, for any estate, or interest whatever, and any buildings, factories, mills, offices, works, wharves, stock, plant, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to build, construct, maintain, alter and enlarge any buildings, works, machinery, mills, factories, offices, shops and stores, necessary or convenient for the purposes of the Company.
- (H) To apply for, purchase, or otherwise acquire, any trade marks and goodwill in connection therewith, patents, brevets d'invention, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being

used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired.

- (I) To apply for, promote and obtain any Act of Parliament, Provisional Order or License of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (J) To borrow or raise or secure the payment of money by mortgage, or by the issue of debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present or future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (K) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company, or its predecessors in business, or the dependents or connections of such persons, and to grant pensions, gratuities, bonuses and allowances to the same and to the employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, and to make payments towards insurances, and to subscribe or guarantee money for any charity or benevolent objects, or for any exhibition or for any public, general or useful object.
- (M) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company, and to give any guarantees that may be deemed expedient.

- (N) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient.
- (O) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests with any person or persons or corporation or companies engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
- (P) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (Q) To amalgamate with any other Company or Companies
- (R) To remunerate any person or Company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of 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.
- (S) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other Company, whether promoted by this Company for the purpose or not, and to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (T) To distribute any of the Company's property among the members in specie.
- (U) To cause the Company to be registered or recognised in any foreign country or place.

- (V) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (W) To do all or any of the above things in any part of the World, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (X) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate 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. ✓

THE COMPANIES ACTS, 1946 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PAXNOBLE LIMITED

Sub. No. 16

(Adopted by Special Resolution passed on the 11th January 1979)

I. GENERAL

1. Subject as hereinafter provided the regulations contained in Table A, Part I and II, in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.

2. The Company shall be a private Company and regulations 24 and 53 of Part I of Table A shall not apply.

II. SHARES

3. All unissued shares of the Company shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and upon such terms and conditions as the Directors may determine.

III. LIEN

4. The Company's lien on shares shall extend to all shares including fully paid up shares and regulation II of Part I of Table A shall be construed accordingly.

IV. PROXIES

5. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be produced at any meeting at which the person named in the instrument wishes to vote by that person before he votes and in default of such production any vote cast by that person shall not be counted.

[Signature]

Regulation 69 of Part I of Table A shall not apply.

V. DIRECTORS

6. The number of Directors shall not be less than two and regulation 75 of Part I of Table A shall be construed accordingly.

7. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

Regulation 79 of Part I of Table A shall not apply.

8. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the meeting.

9. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration as the Directors may determine.

10. Regulation 86 shall be modified so that a Director present at any meeting of the Directors or Committee of the Directors shall not be required to sign his name in a book for that purpose.

11. If, and for so long as, a majority of the issued ordinary share capital for the time being of the Company is beneficially owned by another body corporate, the Directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the issued ordinary share capital of the Company.

Regulation 84 (2) and 84 (4) and regulations 89 and 94 inclusive shall not apply, and regulation 95 shall be construed accordingly.

12. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality, whether in the United Kingdom or overseas, in such manner in all respects as they think fit.

VI. ALTERNATE DIRECTORS

13. Any Director may, by writing under his hand, appoint any person (whether as Director or Member of the Company or not) to be his alternate, and such alternate shall be entitled in the absence of the Director whom he represents to attend and vote at meetings of the Directors, but the appointment of a person who is not a Director must be approved by at least two-thirds of the Directors before becoming effective. A Director may at any time, by notice in writing to the Secretary left at the registered office of the Company, revoke the appointment of his alternate and appoint another person in his place, and if a Director dies or ceases to hold the office of Director the appointment of his alternate shall thereupon determine.

14. Every person acting as an alternate Director shall be an officer of the Company, but shall not be deemed to be an agent of the Director whom he represents. The remuneration of any alternate Director shall be such proportion of the remuneration payable to the Director appointing him as he and that Director shall agree.

15. Where a Director has given to the Secretary notice of his absence from the United Kingdom and is represented by an alternate Director, due notice of any meeting of the Directors shall be given to such alternate Director, but an alternate Director shall not otherwise be entitled to receive notice of meetings of the Directors.

16. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing in addition to his own vote.

VII. PROCEEDINGS OF DIRECTORS

17. Regulation 106 shall not apply. A resolution in writing either signed or approved by letter, telex or telegram by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and when signed may consist of several documents each signed by one or more of such Directors.

VIII. SEAL

18. The Company may exercise the power conferred by Section 35 of the Companies Act 1948, with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.

IX. INDEMNITY

19. Subject to the provisions of the Companies Acts, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereof.

Regulation 126 shall be extended accordingly.