

No. 1478524

THE COMPANIES ACTS 1948 - 1985

SPECIAL RESOLUTIONS

OF

ANGLIA LABELS (SALES) LIMITED

Passed 5th APRIL 1988

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 5th April 1988 the following Resolution were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. THAT the Articles of Association be altered as follows:-
 - (a) that the following new Article 8 be adopted in substitution for the existing Article 8 which shall accordingly cease to have effect:-

"8. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than seven. Rowland James Grindell shall be a permanent Director entitled to hold office for life unless disqualified from any of the causes prescribed by these Articles and regulations 89 and 90 of Table A Part I shall not apply to him."

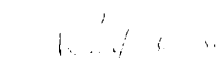


3
/
5
/
8
8

(b) by the adoption of the following new Article as Article 7 and the consequent renumbering of the existing Articles, namely:-

"7. Subject to the provisions of Part V of the Companies Act 1985 the Company shall have power pursuant to Section 162 of that Act to Purchase its own Shares".

2. THAT the contract proposed to be entered into between the Company and Philida Christine Mary Grindell whereunder Mrs Grindell was to sell and the Company was to purchase 24 fully paid Ordinary Shares of £1 each of the Company for the cash sum of £235,000, the terms of which are set out in the draft annexed hereto and for the purpose of identification marked 'A' and signed by the Chairman, be and it is hereby approved.


.....

Chairman of the Meeting

3
/
5
/
8
8

1478304

The Companies Acts 1948 to 1976
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
ANGLIA LABELS (SALES) LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.
- (b) Regulations, 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part I shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
3. Unless otherwise determined by the Company in General Meeting

1478304

any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.
7. Subject to the provisions of Part V of the Companies Act 1985 the Company shall have power pursuant to Section 162 of that Act to Purchase its own Shares.
8. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.
(B) A share shall not be transferred otherwise than is provided in Paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice

thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, in such manner and, where more than one share is comprised in a sale notice, in such proportions and on such terms as to the allocation of shares not accepted by an offeree, and they consider fair and practicable, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to

regulation 3 of table A, Part II, sell such share to any person and at any price. Provided always that, notwithstanding anything hereinbefore contained, where more than one share is comprised in the sale notice then unless a purchasing member is found for each of the shares so comprised no obligation to transfer or to purchase any of such shares shall arise and the Directors shall be deemed not to have found a purchasing member for any of such shares.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than seven. Rowland James Grindell shall be a permanent Director entitled to hold office for life unless disqualified from any of the causes prescribed by these Articles and regulations 89 and 90 of Table A Part I shall not apply to him.
10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.
11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

3
/
5
/
8
8

BORROWING POWERS

12. 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 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.

POWERS AND DUTIES OF DIRECTORS

13. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated -
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceased to be a Director by virtue of Section 182 of the Act.
 - (3) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
 - (5) If he becomes of unsound mind.

(6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years of any other age.

REMOVAL OF DIRECTORS

16. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Directors by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of

and in the absence of the Director appointing him.

SECRETARY

18. The First Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H Thomas,
70/74 City Road,
London, EC1Y 2DQ.
Company Registration Agent.

C Milford-Cottam,
70/74 City Road,
London, EC1Y 2DQ.
Company Registration Agent.

Dated this 21st day of January 1980.

Witness to the above Signatures:-

W R Payne,
70/74 City Road,
London, EC1Y 2DQ.
Company Registration Agent.

3
/
5
/
8
8