

NO. 1514781

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolution passed on 8th December, 1980)

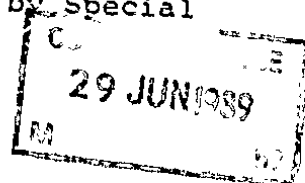
OF

* CHAMPLAIN PROTEx LIMITED

- *1. The name of the Company is "Kennax Limited".
2. The registered office of the Company will be situated in England and Wales.
- **3. The objects for which the Company is established are:-
 - (A) To carry on the business or businesses, of manufacturers, refiners, distributors, wholesalers, and retailers of and dealers in all kinds of foods, food products, flavours, fragrances and other articles and compounds (whether of animal, vegetable or mineral origin and including, without limitation, hydrolysed and autolysed vegetable proteins), chemicals drugs, acids, resins, salts, alkalis antibiotics, pharmaceuticals, medicinal, chemical and industrial preparations, dyes, cosmetics, paints, pigments, oils, varnishes, and synthetic and man-made materials and fabrics of whatsoever nature.

* The name of the Company was changed to Champlain Protex Limited on 6th January, 1981.

** Clause 3 was substituted for the original Clause 3 by Special Resolution passed on 8th December, 1980.



- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- (C) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company 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, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- (D) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (E) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company for the purpose of carrying on business within any of the objects of the Company.

- (F) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (G) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- (H) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (J) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- (K) To enter into, carry on and participate in financial transactions and operations of all kinds and to take all steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the

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generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.

- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (M) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 154 of the Companies Act 1948) of the Company or of the Company's holding company or is otherwise associated with the Company in its business.
- (N) To grant indemnities of every description.
- (O) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.

- (P) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
 - (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
 - (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
 - (S) While the Company remains a private company, to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise.
 - (T) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
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- (U) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
 - (V) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
 - (W) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
 - (X) To procure the Company to be registered or recognised in any country or place abroad.
 - (Y) To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
 - (Z) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
 - (AA) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
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- (BB) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to prescribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are 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, or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons.
- (CC) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.

(DD) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(EE) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed therein, be in nowise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

*5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

*By Special Resolution passed on 8th December, 1980 the share capital of the Company was increased from £100 divided into 100 Shares of £1 each to £500,000 by the creation of 299,900 Ordinary Shares of £1 each and 200,000 13 per cent. Redeemable Non-Cumulative Preference Shares of £1 each.

By Special Resolution passed on 16th September 1981 the share capital of the Company was converted as follows:-

- a) The 153,000 Ordinary Shares of £1 each registered as to 152,999 in the name of Champtex Holdings B.V. and as to the remaining 1 such share in the name of Mr K.W. Titchell were converted into "A" shares of £1 each;
- b) The 153,000 Ordinary Shares of £1 each registered in the name of Arthur Guinness & Son Company (Park Royal) Limited were converted into "B" shares of £1 each;
- c) Of the 100,000 unissued 13% redeemable non-cumulative Preference Shares, 47,000 were converted into "A" Ordinary

Shares of £1 each; 47,000 were converted into "B" Ordinary Shares of £1 each; and 6,000 were converted into Ordinary Shares of £1 each

By Special resolution passed on 9th December 1988 the share capital of the Company was converted as follows:-

- a) The 100,000 13% redeemable non-cumulative Preference Shares of £1 each were converted into 100,000 Ordinary Shares of £1 each.
- b) The 200,000 "A" Ordinary Shares of £1 each were converted into 200,000 Ordinary Shares of 31 each;
- c) The 200,000 "B" Ordinary Shares of £1 each were converted into 200,000 Ordinary Shares of £1 each

In addition, the share capital of the Company was increased from £500,000 to £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each by the creation of 500,000 Ordinary Shares of £1 each

We, the several persons whose names, addresses and descriptions 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)
F.I. Sumner Kempson House Camomile Street London EC3A 7AN Solicitor	One
J.S. Thomas Kempson House Camomile Street London EC3A 7AN Solicitor	One

DATED this 6th August, 1930

WITNESS to the above Signatures:-

D.R. Treacher
Kempson House
Camomile Street
London EC3A 7AN

Solicitor's Clerk.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CHAMPLAIN PROTEX LIMITED

(Adopted by a Special Resolution of the Company dated
9th day of December 1988)

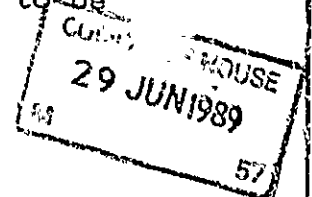
PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "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

SHARE CAPITAL

2. (a) Subject to the Act and these articles, the directors shall have authority to exercise any power of the Company to offer allot or otherwise dispose of any shares in the Company, or any relevant securities (as defined by the Act), to such persons, at such times and generally on such terms and conditions as they think proper save in so far as the Company in general meeting shall have varied, renewed or revoked the said authority

(b) The Directors are, pursuant to Section 80 of the Act, hereby generally and unconditionally authorised to make any offer for or allotment of relevant securities in the Company, or to grant any right to subscribe for, or to convert any securities into, relevant securities in the Company up to an aggregate nominal amount equal to the amount of the authorised share capital of the Company remaining unissued at the date of the adoption of these articles and such limitation shall constitute the maximum amount of relevant securities which at any time remain to be allotted by the directors pursuant to this authority



(c) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing from the date of adoption of these articles

(d) Any offer or agreement in respect of relevant securities which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the directors may at any time allot any relevant securities in pursuance of such offer or agreement

(e) The authority hereby conferred upon the directors to allot relevant securities may at any time, by ordinary resolution of the Company in general meeting, be revoked, varied or renewed (whether or not it has been previously reviewed hereunder) for a further period not exceeding five years

(f) In accordance with Section 91 of the Act, Section 89(1), Section 90(1) to (5) and Section 90(6) shall not apply to the Company

VARIATION OF RIGHTS

3. Unless otherwise provided by the rights attached to any shares, those rights shall be deemed to be varied by the reduction of the capital paid up on the shares and by the allotment of further shares ranking in priority for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by such first mentioned shares, but shall not otherwise be deemed to be varied by the creation or issue of further shares

LIEN

4. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person indebted or under any liability to the Company, whether registered in his sole name or jointly with one or more others, for all monies presently payable by him or by his estate to the Company. Clause 8 in Table A shall be varied accordingly

CALLS ON SHARES AND FORFEITURE

5. There shall be added to the end of the first sentence of Clause 18 in Table A the words "and any costs and expenses incurred by the directors as a result of such non-payment"

TRANSFER OF SHARES

6. The words "and, unless the share is fully paid, by or on behalf of the Transferee" shall be deleted from Clause 23 in Table A

7. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share, whether or not it is a fully paid share. Accordingly the first sentence of Clause 24 in Table A shall not apply to the Company

GENERAL MEETINGS

8. In the first sentence of Clause 37 in Table A there shall be substituted for the word "eight" the word "six"

NOTICE OF GENERAL MEETINGS

9. In Clause 38 in Table A the words "or a resolution appointing a person as a director" shall not apply to the Company

PROCEEDINGS AT GENERAL MEETINGS

10. If a meeting of the Company is adjourned under the provisions of Clause 41 in Table A and a quorum is not present at such adjourned meeting within fifteen minutes from the time appointed for the meeting, one person entitled to be counted in a quorum present at the meeting shall be a quorum.

NUMBER OF DIRECTORS

11. 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. In the event of the minimum number of directors fixed by or pursuant to the articles being one, a sole director shall have authority to exercise all the powers and discretions by the articles expressed to be vested in the directors generally. Clause 64 in Table A shall not apply to the Company and Clause 89 shall be amended accordingly

BORROWING POWERS

12. The directors 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 Act to grant any mortgage, charge or security over its undertaking, property or 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

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. The directors shall not be required to retire by rotation. Clauses 73 to 78 and Clause 80 in Table A shall not apply to the Company and Clause 67 in Table A shall be amended accordingly. The second and third sentences in Clause 79 in Table A shall not apply to the Company.

14. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 years or any other age.

15. A member of members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors either as an addition to the existing directors or to fill any vacancy and to remove from office any directors howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a corporation signed by one of its directors on its behalf and shall take effect upon lodgment at the office.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

16. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs

DIRECTORS' APPOINTMENTS AND INTERESTS

17. Subject to the provisions of the Act and with the prior written consent of the member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company, the directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his

employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Subject to the prior written consent of the member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services. Any appointment of a director to an executive office shall determine if he ceased to be a director. Clause 84 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

18. For the purposes of determining whether a quorum is present at a meeting of directors and of voting at such a meeting a director or alternate director in contact with the meeting by telephone telex or telefax shall be deemed to be present thereat. Clauses 88 and 89 in Table A shall be amended accordingly and Clause 90 shall not apply to the Company

19. Provided that he has disclosed to the directors the nature and extent of any material interest of his in accordance with Clause 85 in Table A, a director may vote 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 the quorum when any such contract or arrangement is under consideration. Accordingly Clauses 94 to 98 in Table A shall not apply to the Company.

20. The member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have the power to veto any resolution of the directors. Such veto shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a corporation signed by one of its directors on its behalf and shall take effect upon lodgment at the office.

ACCOUNTS

22. No member other than the member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall (as such) have any right of inspecting any accounting records or other books or documents of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company. Clause 109 in Table A shall not apply to the Company

Company No. 1514781

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS OF CHAMPLAIN PROTEX LIMITED

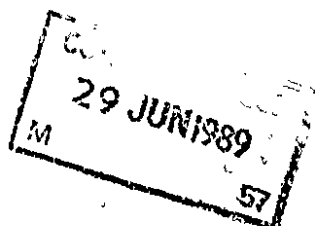
NOTICE IS HEREBY GIVEN that at an Extraordinary General Meeting of the Company held at Pioneer Works, Crabtree Manor Way, Belvedere, Kent on the 9th day of December 1988 at am/pm, the following Resolutions were passed of which the Resolution numbered 4 was passed as a Special Resolution and the Resolutions numbered 1, 2, 5, 6 and 7 were passed as Ordinary Resolutions:-

RESOLUTIONS

1. That each of the 200,000 "A" Shares of £1 and each of the 200,000 "B" Shares of £1 in the capital of the Company be converted into 1 Ordinary Share of £1 having the same rights as the Ordinary Shares in the capital of the Company set out in the Articles to be adopted in Resolution 4 of this Notice
2. That each of the 100,000 Shares of £1 in the capital of the Company be converted into 1 Ordinary Share of £1
3. That the Authorised Share Capital of the Company be increased by £500,000 to £1,000,000 by the creation of 500,000 Ordinary Shares of £1 each having the rights contained in the Articles of Association to be adopted in Resolution 4 of this Notice
4. That the Company adopt in substitution for the the existing Articles of Association new Articles of Association in the form set out in the document signed by the Company Secretary, a draft of which is annexed hereto
5. That the directors of the Company be authorised to allot 303,000 Ordinary Shares of £1 each credited as fully paid to Champlain Industries Limited by way of capitalisation of the loan presently outstanding from the Company to Champlain Industries Limited.

Dated 9th December 1988

A. J. Bramwell
.....
Chairman



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

ELEM INTERIORS LIMITED

Passed *7th June*, 1989

AT an Extraordinary General Meeting of the above-named Company, duly convened and held at Progress House, Whittle Parkway, Slough, Berkshire SL1 6DG on *7th June*, 1989 the following resolutions were duly passed as Special Resolutions, namely:-

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed from Elem Interiors Limited to Elem Systems Limited.
2. THAT the Articles of Association contained in the printed document submitted to this meeting and signed for the purpose of identification by the Chairman hereof be approved and adopted as the new Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

[Signature]
.....
Chairman

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