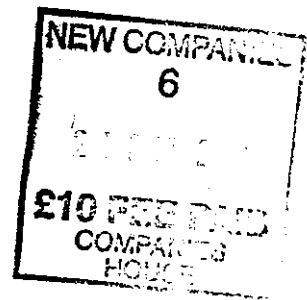


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Company Number: 1526540



COMPANIES ACT 1948 to 1980

COMPANY LIMITED BY SHARES

GRORUD INTERNATIONAL LIMITED
(the "Company")

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

Pursuant to Section 381A Companies Act 1985

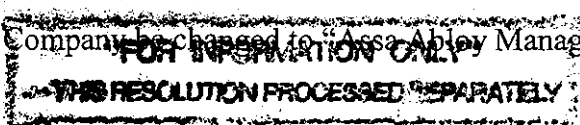
Passed 19 October 2002

We, Grorud Industries Limited, being the sole member of the Company for the time being hereby resolve and agree that the following resolutions be passed as special resolutions pursuant to section 381A of the Companies Act 1985:

SPECIAL RESOLUTIONS

Company name

1. That the name of the Company be changed to "Assa Abloy Management Services Limited".



Memorandum of Association

2. That the existing clause 3 of the Company's memorandum of association be deleted and that the following be substituted as a new clause 3:

"3(1) the object for which the Company is established is to carry on business as a general commercial company.

3(2) without prejudice to the generality of the object of the Company and the power derived from section 3A of the Companies Act 1985 the Company has power to do all or any of the following:

- (a) to accept appointments as the director, secretary or other officers of other companies and to carry out the duties and obligations of such officers and to



perform the functions of a company management service company and of a holding company;

- (b) to undertake and perform the office and duties of trustee, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body;
- (c) to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange;
- (d) to acquire by any means any real or personal property or rights whatsoever;
- (e) to carry on any other trade or business which may in the opinion of the directors of the Company be capable of being conducted directly or indirectly for the benefit of the Company;
- (f) to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;
- (g) to acquire and hold shares or other interests in or securities of any other company and to otherwise invest and deal with the monies of the Company;
- (h) to lend money or give credit to such persons on such terms as may seem expedient;
- (i) to borrow and raise money in any manner and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge of any obligation or liability by the Company or any other person or company (whether or not that company is the company's holding company as defined by section 736 of the Companies Act 1985 or a subsidiary of such holding company);
- (j) to advance and lend money or give credit on such terms as may seem expedient and with or without security to customers and others;
- (k) to enter into contracts or Deeds of Indemnity and suretyships of all kinds and to secure, undertake or guarantee payment of money or the performance of any obligations of any person or company (whether or not that company is the Company's holding company as defined by section 736 of the Companies Act 1985 or subsidiary of such holding company);
- (l) to purchase or otherwise acquire to take over and undertake:

- (i) all or any part of the business, property, liabilities and transactions of any person or company carrying on any business, the carrying on of which is calculated to benefit the Company or to advance its interest or which is possessed of property suitable for the purposes of the Company;
 - (ii) shares (including any redeemable shares) in itself whether such are registered in the names of the holders thereof or issued by way of renounceable letters of allotment to the persons entitled to be offered the same;
 - (iii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (m) to apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members;
- (n) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company 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;
- (o) to establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and 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 or holding company of the Company as defined by section 736 of the Companies Act 1985 or is allied to or associated with the Company or any such subsidiary or holding company of the Company or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been 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 (which shall include step dependants) and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interest and well being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payment for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful

objects, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid;

- (p) to procure the Company to be registered or recognised in any part of the world;
- (q) to promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company;
- (r) to dispose by any means of the whole or any part of the assets of the Company;
- (s) to distribute among the members of the Company in kind any assets of the Company;
- (t) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise;
- (u) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect interest, to provide secretarial administrative technical commercial and other services and facilities of all kinds for any such company or companies, to make payments by way of subvention or otherwise, and to make any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (v) subject to the Companies Act 1985 to give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance specified in section 152 of the Companies Act 1985;
- (w) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;
- (x) to provide services of all descriptions and to carry on business as advisors, consultants, brokers and agents of any kind;
- (y) to advertise, market and sell the products of any business carried on by a subsidiary or a holding company of the Company or another subsidiary of the holding company of the Company;
- (z) to do all such other things as in the opinion of the directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them;

3. Adoption of new Articles of Association

Dated: 1 October 2002

GEORGETOWN

THE COMPANIES ACT 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GRORUD INTERNATIONAL LIMITED

(Adopted by Special Resolution passed 18 October 2002)

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 insofar as they are excluded or varied by these articles and such regulations (save as so excluded or varied) and these articles shall be the regulations of the company.

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 in Table A shall not apply to the company.
3. Subject to the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and generally on such terms and conditions as they may determine.
4. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount equal to the amount of the authorised but unissued share capital of the company at the date of the adoption of these articles provided that this authority shall expire on the date five years from the date of the adoption of these articles unless renewed, varied or revoked by the company in general meeting save that the directors may before such expiry make an offer or agreement with would or might require relevant securities to be offered after such expiry.

5. Unless otherwise provided by the rights attaching 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 the payment of dividends or other distributions 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.

CALLS ON SHARES AND FORFEITURE

6. There shall be added to the end of the first sentence of regulation 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

7. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 in Table A shall be varied accordingly.
8. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Accordingly the first sentence of regulation 24 in Table A shall not apply to the company.

NOTICE OF GENERAL MEETINGS

9. In regulation 38 in Table A the words "or a resolution appointing a person as a director" shall not apply to the company.
10. Notice of every general meeting shall be given to all members (whether situated in the United Kingdom or not) other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 in Table A shall not apply to the company.

PROCEEDINGS AT GENERAL MEETINGS

11. In addition to the circumstances specified in regulation 40 in Table A, a general meeting of the company or a meeting of the holders of any class of its shares shall be quorate and shall be valid and effective for all purposes if there is/are present two persons being entitled to attend and vote thereat or one person being either:
- (1) a member himself and a proxy for another member or members;
 - (2) a member himself and a duly authorised representative of one or more corporations, each of which is a member;
 - (3) a proxy for two or more members;
 - (4) a duly authorised representative of two or more corporations each of which is a

member;

- (5) a proxy for one or more members and a duly authorised representative of one or more corporations, each of which is a member; or
 - (6) the sole member or the corporate representative or proxy of the sole member.
12. A resolution in writing signed or approved by notice, letter, telex, fax, telemessage or cable by or on behalf of the requisite majority of the members who would have been entitled to vote upon it if it had been proposed at a general meeting or at a meeting of any class of members at which they were present shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. Any such resolution or approval may consist of several documents each signed by or on behalf of one or more of the members. Regulation 53 in Table A shall not apply to the company.

VOTES OF MEMBERS

13. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number of members for whom he is a proxy or their holdings) shall have one vote, and on a poll every member who is present in person, by a duly authorised representative, or by proxy shall have one vote for every share of which he is the holder. Regulation 54 in Table A shall not apply to the company.
14. Regulation 57 in Table A shall not apply to the company.
15. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other way approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the taking of the vote at the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 in Table A shall not apply to the company.

NUMBER OF DIRECTORS

16. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one. A sole director shall have authority to exercise all the powers and discretions vested in the directors generally and shall alone constitute a quorum for the transaction of business. Regulation 64 in Table A shall not apply to the company and regulation 89 shall be varied accordingly.

BORROWING POWERS

17. The directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such manner as they think fit and 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 a security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

18. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 in Table A shall not apply to the company.

DELEGATION OF DIRECTORS' POWERS

19. The directors may delegate any of their powers (with power to sub-delegate) to any committee consisting of such person or persons (whether directors or not) as they think fit. The first sentence of regulation 72 in Table A shall not apply to the company and references in Table A and these articles to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

APPOINTMENT AND RETIREMENT OF DIRECTORS

20. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by notice in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).
21. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.
22. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No notice of any resolution appointing or approving the appointment of any director shall be required to state the age of the person to whom such resolution relates. No shareholding qualification for directors shall be required.
23. Directors shall not be required to retire by rotation. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 in Table A shall not apply to the company and regulation 67 in Table A shall be varied accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 in Table A but also if he is removed from office pursuant to these articles or becomes incapable by reason of illness or injury of managing and administering his property and affairs. Regulation 81 in Table A shall be varied accordingly.

PROCEEDINGS OF DIRECTORS

25. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. Where only one director is present within the United Kingdom and, under the provisions of these articles, it is not necessary to give notice of a meeting of directors to any other director, that one director shall alone constitute a quorum for the transaction of the business of the directors. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 in Table A shall be varied accordingly.
26. All or any of the members of the board or any committee of the board may participate in a meeting thereof by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
27. A resolution in writing signed or approved by notice, letter, telex, fax, telemesssage or cable by a majority of the directors entitled to receive notice of a board meeting or by a majority of the persons entitled to receive notice of a meeting of a committee of the board shall be as valid and effectual as if it had been passed at a board meeting or (as the case may be) a meeting of a committee of the board duly convened and held and may consist of several documents each signed by one or more persons. A resolution of the board or any committee of the board may be passed by accepting the vote of any director who is absent from the relevant meeting but who has communicated his vote by means of a resolution or approval in writing in accordance with this article and any such absent director shall be deemed to be present at the meeting and shall be counted in ascertaining whether a quorum is present. A resolution or approval signed pursuant to this article by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 in Table A shall not apply to the company.

28. Provided that he has disclosed any interest which he may have therein in accordance with the Act, a director shall be entitled to vote in respect of any resolution in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 in Table A shall not apply to the company.

29. In addition to the powers of delegation conferred on the directors by regulation 72 of Table A the directors shall have power to delegate (whether generally or for specific purposes) all or any of the powers specified in sub-articles (1)(a) to (h) of this article 29 to any person (hereinafter called "Authorised Signatory") (whether or not such a person is a director of the Company) and such authority may be subject to such conditions as the directors may think fit and may be altered or revoked at any time.

(1) If so empowered an Authorised Signatory may, for and on behalf of the Company:

- (a) acquire or dispose of any shares held by the Company in any other company;
- (b) approve the transfer of shares in the capital of the Company for registration in the books of the Company;
- (c) consent to the appointment of the Company as a director or as secretary to any other company;
- (d) resign as a director or as secretary or from any other position or function to any other company in which the Company holds or carries out such office position or function;
- (e) attend and vote at meetings of the directors or members of any other company at which the Company is entitled to attend and vote, sign the minutes, and generally do all such acts, deeds or things which the Company may be empowered or obliged to do in connection therewith;
- (f) sign all such consents, resolutions, reports, accounts, returns and documents which the Company may be empowered or obliged to do;
- (g) give all such indemnities, warranties, undertakings, covenants, representatives, confirmations, verifications, approvals and statements of responsibility which the Company may be empowered or obliged to give; and
- (h) sign all such consents, resolutions, reports, accounts, returns and documents which, by virtue of the holding of office or shares in any other company may fall within the duties or powers of the Company.

(2) No third party in dealing with the Company need enquire as to the limitations of the authority of any Authorised Signatory and may rely on a certificate of authority signed by any director certifying that such person is an Authorised Signatory.

THE SEAL

30. Regulation 101 of Table A shall not apply to the Company.

NOTICES

31. The company may give any notice to a member either personally, or by sending it by post in a prepaid envelope addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, notice given to any one of the joint holders shall for all purposes be deemed a sufficient service on all the joint holders. Regulation 112 in Table A shall not apply to the company.

TIME OF SERVICE

32. Any notice, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service, it shall be sufficient to prove that the notice was properly addressed, stamped and put in the post. Any notice left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served when it was so left or sent. Regulation 115 in Table A shall not apply to the company.

DOCUMENTS RELATING TO THE COMPANY

33. Save as may be required by law, the directors may at their discretion accept, authorise or approve a faxed or other machine made copy of any application, instrument, authority, consent, notice or other document produced to or served on the company, the directors or the members.

INDEMNITY

34. The indemnity afforded to every director or other officer or auditor of the Company by regulation 118 in Table A shall be afforded, mutatis mutandis, to every Authorised Signatory.