

**The Companies Act 1985
Company Limited by Shares**

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

1581935

WRC Holdings Limited

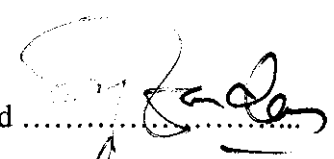
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

1 Riverside, Manbre Road, London W6 9WA

on 1st February 2002

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the Regulations contained in the document submitted to the meeting and for the purpose of identification, signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Signed 

Position ... *Chairman*



A31
COMPANIES HOUSE

AOK0ESDH

0518
16/02/02

Registered No. 1581935

COMPANIES ACT 1985


PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

WRC HOLDINGS LIMITED

Certified a true copy of the Company's Articles of Association
adopted by Special Resolution on 1st February 2002.


Chairman

CONTENTS

Introductory:

Articles 1 and 2

Share Capital:

Articles 3 and 4

Transfer of Shares:

Article 5

General Meetings:

Article 6

Directors:

Articles 7 to 11

Proceedings of Directors:

Articles 12 to 14

Execution of Documents:

Article 15

Indemnity:

Article 16

Registered No. 1581935

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

WRC HOLDINGS LIMITED
as adopted by Special Resolution
passed on 1st February 2002

INTRODUCTORY

- 1.1 The Regulations contained or incorporated 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 varied or excluded by or are inconsistent with the following Articles.
- 1.2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.
- 1.3 Regulations 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company.
2. In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of the entire issued share capital of the Company and the expression "the Act" means the Companies Act 1985 (as amended prior to adoption of these Articles).

SHARE CAPITAL

3. The current share capital of the Company is £497,906 divided into 1,991,624 Ordinary Shares of 25p each.
- 4.1 No share or beneficial interest in a share shall be issued or transferred to or held by any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder by notice in writing to the Company, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to Section 80 of the Act and provided that no share shall be issued at a discount.
- 4.2 The provisions of Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid. In its application to the Company, Regulation 24 of Table A shall be modified by the deletion of the first sentence.

GENERAL MEETINGS

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The Controlling Shareholder being present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting.

DIRECTORS

7. In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".
8. The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article).
9. In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and".
- 10.1 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "... and may also determine the rotation in which any additional Directors are to retire".
- 10.2 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.
- 10.3 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.
11. In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph:
 - "(e) he is removed from office under the provisions of Article 8 of the Company's Articles of Association."

PROCEEDINGS OF DIRECTORS

12. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number. A sole Director shall have authority to exercise all powers and discretions vested in the Directors and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly.
13. A Director may vote at a meeting of the Directors, and form part of quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.
14. Any Director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

EXECUTION OF DOCUMENTS

15. In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:-

"Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Directors shall (to the extent permitted by the Act) have effect as if executed by affixing the seal."

INDEMNITY

16. Subject to Section 310 of the Act:-

- 16.1 every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or otherwise in relation to his office;
- 16.2 the Directors may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.