

SPECIAL RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL MEETING OF MIL (U.K.) LIMITED ON 29 MAY 1991 AT THE COMPANY'S REGISTERED OFFICE.

AMENDMENT
OF ARTICLES
OF ASSOCIATION

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by deletion of Article 26 in its entirety. '

CERTIFIED TO BE A TRUE COPY

J. A. Scott Company Secretary

Dated this 7th day of June 1991.

THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

- of -

MIL (U.K.) LIMITED

TABLE "A"

1. The Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948, as amended by statute prior to the date of adoption of these Articles of Association, shall except where the same are excluded or varied by or inconsistent with these Articles of Association apply to the Company.

TRANSFER OF SHARES

2. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

UNISSUED SHARE CAPITAL

3. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company 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 and for such consideration and upon such terms and conditions as the Directors may determine. The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities as defined in Section 14 of the Companies Act 1980: such authority shall be unconditional and for the exercise of such power generally: the maximum amount of relevant securities that may be the subject of an allotment (within the meaning of the said Section 14) under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeds the nominal amount of the shares taken by the subscribers to the Memorandum of Association; unless renewed, such authority will expire on the date five years from the date of incorporation: save that the Company

may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly; the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise but disregarding any adjustment to such right to allow for increases or changes in the share capital of the Company occurring after allotment of such right). The Directors shall also have power to allot any equity security (within the meaning of Section 17 of the Companies Act 1980) pursuant to the authority given to them by this Article or any renewal thereof as if Section 17(1) of the Companies Act 1980 did not apply to such allotment, and such authority or renewal shall enable the Directors to make an offer or agreement which would or might require equity securities to be allotted after its expiry.

PROCEEDINGS AT GENERAL MEETINGS

X 4. Subject to any statutory provision, a resolution in writing expressed to be an ordinary or extraordinary or special resolution signed by or on behalf of all the Members of the Company who would be entitled to vote at such a resolution if it were to be proposed at a general meeting of the Company shall be as valid and effectual as if it had been passed at such a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Members. Regulation 73A of Table "A" shall not apply.

5. At any general meeting a poll may be demanded by any Member present in person or by proxy and Regulation 58 of Table "A" shall be varied accordingly.

6. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member present in person and every person present as a proxy for a member or members shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder. Regulation 62 of Table "A" shall not apply.

DIRECTORS

7. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be

less than two nor more than eight in number. The first Directors shall be appointed by the subscribers. Regulation 75 of Table "A" shall not apply.

BOARDING POWERS

8. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and assets (including any 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 (including the Company's holding company). Regulation 79 of Table "A" shall not apply.

POWERS AND DUTIES OF DIRECTORS

9. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement 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. Paragraph (2) of Regulation 84 of Table "A" shall not apply, and the remainder of Regulation 84 shall be varied accordingly.

10. Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles of Association shall apply as if he were

a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles of Association relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

11. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Directors or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

12. The Company may exercise all the powers conferred by statute with regard to having any official seal, and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

13. A Director present at any meeting shall not be required to sign his name in any book, and Regulation 86 of Table "A" shall be varied accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

14. Without prejudice to any other provisions of or incorporated in these Articles of Association governing the appointment and removal of Directors, any Member or Members holding 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 by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Directors, or at a general meeting of the Company, may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office whenever appointed.

15. Both of them, the Directors and the Company in general meeting, shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

16. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age.

17. The office of a Director shall be vacated in any of the following events namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors;
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated;
- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a Director;
- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles.

18. Regulations 88 to 97 (inclusive) of Table "A" shall not apply.

PROCEEDINGS OF DIRECTORS

19. A resolution in writing signed by or on behalf of 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. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 106 of Table "A" shall not apply.

20. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 102 of Table "A" shall be varied accordingly.

21. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

EXECUTIVE DIRECTORS

22. The Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

23. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director. Regulations 107, 108 and 109 of Table "A" shall not apply.

NOTICES

24. Any notice or other document (including a share certificate) may be served on or delivered to any

Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

25. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company. Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 131, 132, 133 and 134 of Table "A" shall not apply.

AUTHORISED SHARE CAPITAL.

~~26. The share capital of the Company is £25,000 divided into 25,000 Ordinary Shares of £1 each.~~

Clause 26 DELETED PURSUANT TO A SPECIAL RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 29 May 1991.

NAMES ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares taken
by each Subscriber

EDMUND BELTON
Grocers Hall
Princes Street
London EC2R 8AQ
Banker

E. Belton

ONE SHARE

GORDON HOWARD HEYDON
50 Welbeck Street
London W1M 8EP
Solicitor

G.H. Heydon

ONE SHARE

Dated the 26th day of March 1981

WITNESS to the above signatures :-

L. Burls

Grocers' Hall
Princes Street
London EC2R 8AQ

Secretary

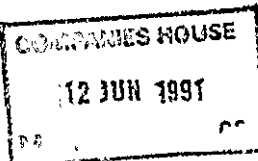
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MIL (U.K.) LIMITED

1. The name of the Company is "MIL (U.K.) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To act in any part of the world as investment and financial advisers and generally to carry on and transact every kind of mercantile, broking, financial, guarantee or agency business.
 - (2) To provide for any company, firm or individual in any part of the world accounting, valuation, investment and financial services or any other service or services of any kind or description whatsoever on such terms as the company may think fit.
 - (3) To act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust
 - (4) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a finance or insurance company.
 - (5) To borrow and raise money and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future, and uncalled capital of the Company



or by the creation and issue of securities.

- (6) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, letters of credit, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (7) To invest money of the company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (8) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (9) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
- (10) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (11) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of the company, fund, trust or business promoters or managers and of the underwriters or dealers in securities.
- (12) To enter into any guarantee, contract of indemnity or suretyship and in particular

(without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (13) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
- (14) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery.
- (15) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with, and assist or subsidise any person.
- (16) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (17) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options,

servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.

- (18) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (19) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs schools building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe guarantee or pay money for any purpose likely directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (20) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (21) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (22) To do all or any of the things or matters aforesaid in any part of the world and either

as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(23) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.

(24) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 Shares of £1 each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

Increased 1 December 1987 to £200,000 (200,000 ORDINARY £1. shares)

Share Capital increased by £4,800,000 to £5,000,000 (5,000,000 ORDINARY shares of £1. each). 29th May 1991.

I ELIZA ANN BEATTIE Secretary of MIL (U.K.) LIMITED, a Company registered in the United Kingdom Registered No. 1585283 HEREBY CERTIFY that the following is a true copy of a Resolution duly adopted by the Board of Directors of the said Company at a Meeting thereof held on Tuesday 13th October 1987 at which a quorum was present:

'Share Capital The level of the issued Share Capital was discussed and it WAS RESOLVED that the Authorised and paid-up Share Capital of the Company should be increased to 200,000 shares of £1.00 each and that 175,000 ordinary shares of £1.00 each should be issued fully paid effective 1 December 1987 to Bermuda International (Guernsey) Limited.'

...*E.A. Beattie*...

E.A. Beattie, Secretary
MIL (U.K.) LIMITED

The undersigned hereby certifies that the foregoing instrument has been signed by the Secretary and sealed with the Seal of the above named Company.

J.A. Hawkins
.....
J.A. HAWKINS, Director
BANCO NOMINEES LIMITED

RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL MEETING OF MIL (U.K.) LIMITED, HELD ON 29 MAY 1991 AT THE COMPANY'S REGISTERED OFFICE.

SHARE CAPITAL RESOLUTION

THAT the share capital of the company be increased to £5,000,000 by the creation of 4,800,000 additional ordinary shares of £1 each, and that consequent thereon, the Directors be and they hereby are authorised to issue 4,000,000 of these additional ordinary shares, upon application, to Bermuda International (Guernsey) Limited. ,

CERTIFIED TO BE A TRUE COPY.

...*J. A. Smith*... Company Secretary.

Dated this 7th day of June 1991.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the 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
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EDMUND BELTON Grocers Hall Princes Street London EC2R 8AQ Banker	E. Belton	ONE SHARE
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GORDON HOWARD HEYDON. 50 Welbeck Street London W1M 8EP Solicitor	G.H. Heydon	ONE SHARE
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Dated the 26th day of March 1981

WITNESS to the above signatures :-

L. Burls
Grocers' Hall
Princes Street
London EC2R 8AQ

Secretary