

COMPANY NUMBER: 2016555

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES


SPECIAL RESOLUTION
OF
FIDELITY INVESTMENT SERVICES LIMITED

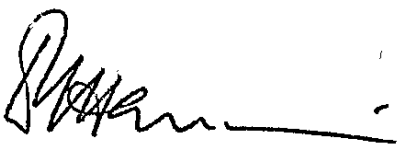
Passed

21 July

1986

We being all the members of the above named Company entitled to attend and vote at general meetings of the Company hereby resolve as a Special Resolution that the Articles of Association annexed hereto be adopted as the Articles of Association of the Company to the exclusion of and in substitution for all existing Articles of Association.


duly authorised
representative of
Fidelity International
Management Holdings
Limited


duly authorised
representative of
Fidelity Nominees
Limited

Presented by: Bischoff & Co,
City Wall House,
79-83 Chiswell Street,
London, EC1Y 4TJ.

Ref: I/KMB



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FIDELITY INVESTMENT SERVICES LIMITED *

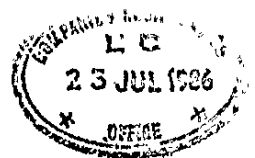
PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Regulations 2A, 46, 54, 81 and 118 of Table A shall not apply to the Company; and in addition to the remaining Regulations of Table A, as varied hereby, the following shall be the Regulations of the Company. The definitions set out in Regulation 1 of Table A shall unless the context otherwise requires apply herein.

SHARES

2. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each ("Shares").

* The name of the Company was changed from Clivecrown Limited by a Special Resolution dated 2nd May 1986.



3. Subject always to Article 20(2) of these Articles the Shares shall be under the control of the Directors and the Directors are unconditionally authorised for the purpose of Section 80 of the Act to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(1) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company or, if later, of the date of adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

5. The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Section 89(1) of the Act shall not apply to any allotment of Shares in the Company.

TRANSFER OF SHARES

7. 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 but subject always to Article 17(5) of these Articles.

GENERAL MEETINGS AND PROCEEDINGS THEREAT

8. Regulation 41 of Table A shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added after the words "directors may determine."

9. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or at least by one Member entitled to vote present in person or by proxy.

10. If the Chairman so agrees an instrument of proxy may be treated as valid notwithstanding that it is received at the appropriate place less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote or, in the case of a poll less than 24 hours before the time appointed for the taking of the poll. Regulation 62 of Table A shall take effect accordingly.

11. 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 by proxy (not being himself a member entitled to vote) or being a corporation is present by a duly authorised representative or by proxy (in either case not being himself a member entitled to vote) and any member voting in accordance with Regulation 56 of Table A (other than by a person who is himself a member entitled to vote) shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

DIRECTORS

12. (1) Unless otherwise determined by ordinary resolution the number of Directors (other than Alternate Directors) shall not be subject to any maximum but shall be not less than one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles.

(2) Subject to Article 20(4) hereof the holder or holders of a majority in nominal value of the Ordinary Shares in the capital of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director PROVIDED ALWAYS that in the event that there shall be any conflict between the provisions of any memorandum signed by or on behalf of such holder or holders and the provisions of any appointment or removal of a Director by the Parent Company pursuant to Article 17(1) hereof the provisions of such appointment or removal shall prevail.

13. No Director shall be subject to retirement by rotation or at the first annual general meeting of the Company following incorporation or the appointment of that Director. Regulations 73, 74 and 75 of Table A shall not apply and regulations 76, 78 and 79 of Table A shall be modified accordingly.

14. A Director may vote as a Director 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 a

quorum when any such contract or arrangement is under consideration; and regulations 94, 95, 96, 97 and 98 of Table A shall be modified accordingly.

15. Any Director may participate in a Meeting of the Directors or of a committee of the Directors by means of a conference telephone or similar communications equipment whereby all persons participating in the Meeting can hear each other. Participation in a Meeting in this manner shall be deemed to constitute presence in person at such Meeting. Regulation 100 of Table A shall take effect accordingly.

INDEMNITY

16. Subject to the provisions of and so far as may be consistent with the Act and any other relevant statute for the time being in force every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office but without prejudice to any indemnity to which he would otherwise be entitled.

PARENT COMPANY

17. Whenever Fidelity International Management Holdings Limited (hereinafter called "the Parent Company") shall be a holding company of the Company within the terms of Section 736 of the Act, the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles :-

- (1) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (2) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (3) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe;
- (4) no Director of the Company shall be appointed to the office of managing director or to any other executive or salaried office without the previous consent of the Parent Company;
- (5) the Parent Company may by notice declare that any share in the Company is held by the registered holder thereof as the nominee of the Parent Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Parent Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if

the instrument were signed by the registered holder of the share or by his personal representatives or by his trustee in bankruptcy and Regulation 23 of Table A shall be modified accordingly. The title of the transferee named in such instrument of transfer shall not be affected by any irregularity or invalidity in the proceedings in reference to such transfer.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

NAMES AND ADDRESSES OF SUBSCRIBERS

ROY C. KEEN
Temple Chambers
Temple Avenue
London EC4Y 0HP

NIGEL L. BLOOD
Temple Chambers
Temple Avenue
London EC4Y 0HP

Dated the 1st day of April 1986.

Witness to the above Signatures:-

J. JEREMY A. COWDRY
Temple Chambers
Temple Avenue
London EC4Y 0HP