

Number of Company: 2187214

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THE KINGSTREE GROUP (U.K.) LIMITED

Passed on 15th February 1988

WE, the undersigned, being all the members of the above Company entitled to attend and vote at General Meetings hereby pass the following Resolutions as SPECIAL RESOLUTIONS to the intent that the same shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

(1) "THAT the Memorandum of Association of the Company be amended by the adoption of the following new Clause as Clause 3(1)(A) and the re-numbering of the existing Clause 3(1)(A) as Clause 3(1)(B) and of the existing Clause 3(1)(B) as Clause 3(1)(C):-

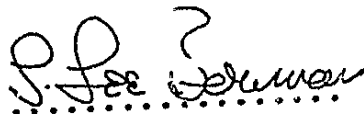
'To carry on all or any of the businesses of owners, managers, proprietors and operators of management and industrial consultancy services and to provide companies, persons or firms carrying on any business, trade, profession or occupation with management, administrative, technical, communications, marketing, industrial, clerical and other services as may from time to time be required for the conduct and management of professions, businesses, trades or occupations, executive training, research and marketing services, direct mail services, tabulating services, accounting services, statistical and data services, computer services, advertising, publicity

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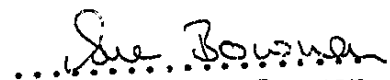
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and public relations services; and to enter into any contracts and other arrangements of any kind with persons having dealings with the Company on such terms and for such periods as the Company may from time to time determine on a commission or fee basis or otherwise; and to carry on any other trade or business whatever of a like or similar nature."

(2) "THAT the regulations contained in the document annexed hereto and initialled by us for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof."



 L. Lee Bowman



 Susan R.C. Bowman

The Companies Act 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

THE KINGSTREE GROUP (U.K.) LIMITED

(Adopted by Special Resolution
passed on 15th February 1988)

for Chairman M.D.
SKB Secretary

PRELIMINARY

1. (A) The Regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 and the Companies (Tables A to F) (Amendment) Regulations 1985, other than Regulations 40 and 41, 73 to 76 inclusive, 78 to 80 inclusive and 94 and 95, shall subject to the modifications hereinafter expressed, apply to the Company and together with the regulations hereinafter contained, shall constitute the Articles of Association of the Company.
- (B) In Regulation 1 of Table A "execution" includes both signature under hand and execution under seal.
- (C) Words and expressions which are defined in Table A have the same meanings when used in these Articles and reference to "Regulations" means the regulations contained in Table A.

PRIVATE COMPANY

2. The Company is a private company and accordingly the provisions of Section 81 of the Act shall apply to the Company.

SHARE CAPITAL

3. (A) The authorised share capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each;
- (B) For the purposes of Section 80 of the Act and subject to the provisions of Article 4, the Directors are hereby generally and unconditionally authorised at any time or times during the period of 5 years from the date of incorporation:-
- (1) to allot relevant securities of the Company (as defined in the said Section) up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment; and
 - (2) to make at any time before the expiry of the foregoing authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority;

provided that the authority hereby given may, subject to the Act, be renewed, revoked or varied by the Company at any time during such period by Ordinary Resolution and unless so renewed, revoked or varied, such authority shall expire at the end of such period.

ALLOTMENT OF SHARES

(excluding statutory pre-emption rights)

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares or other securities, all shares or other securities shall be issued to such persons and upon such terms and conditions and with such rights, priorities, privileges or restrictions as the Resolution creating or issuing such shares or other securities and/or effecting the increase in the authorised share capital of the Company shall prescribe but, in the absence of any such prescription, all shares or other securities whether forming part of the existing or any increased capital or other securities shall be at the disposal of the Directors who may issue them, subject to Section 80 of the Act, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, and in accordance with Section 91 of the Act, Sections 89(1) and 90(1) - (6) inclusive of the Act shall not apply to the Company.

5. No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(C)).

LIEN

6. The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, (whether solely or jointly with any other person and whether he shall be the sole registered holder thereof or shall be one of several joint holders) and shall be a first and paramount lien for all moneys and liabilities owed to the Company whether presently due and payable or not.

FORFEITURE

7. The liability of any member in default of payment of a call shall, if the Directors so direct, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and Regulations 18 and 21 shall be amended accordingly.

TRANSMISSION OF SHARES

8. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within 30 days of the date of such notice the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with and Regulation 31 shall be modified accordingly.

TRANSFER OF SHARES

9. (A) For the purposes of this Article the following expressions shall have the meanings following:-

"the Fair Value"	means the value attributable to the Shares comprised in any Transfer Notice as certified by the Auditors for the time being of the Company pursuant to paragraph (D) of this Article.
"Transfer Notice"	means a transfer notice given or deemed to be given pursuant to paragraph (C) of this Article.
"Shares"	shall include any share of any class from time to time existing in the capital of the Company.
"transfer"	shall include the renunciation of any allotment of Shares or of any rights to subscribe for or receive an allotment of Shares and any other disposition of any

interest in any Share whether for consideration or otherwise and whether by written instrument or not.

- (B) The Directors may, in their absolute discretion and without assigning any reason therefore, refuse to register any transfer of any Share whether or not it is a fully paid Share. The first sentence of Regulation 24 shall be amended accordingly.
- (C) If a Member ceases for any reason to be employed by the Company, the Directors shall be entitled to require such Member by notice in writing ("a Disposal Notice") served upon such Member (or his personal representatives as the case may be) at any time after the date of such cessation to serve upon the Company a Transfer Notice in such form as the Directors' shall prescribe from time to time offering for sale at the Fair Value all the Shares registered in the name of that Member at the date of service of the Disposal Notice. The Directors shall as the agent of such Member offer such Shares for sale at their Fair Value to such persons as they think fit. Where the Directors require a Transfer Notice to be given in respect of any Shares a Transfer Notice shall, if not actually given within a period of fourteen days of such demand being made, be deemed to have been given on the fourteenth day after such demand is made.
- (D) The Fair Value of any Shares shall be the value thereof as certified by the Auditors for the time being of the Company (acting as experts and not as arbitrators) which shall be calculated on the following basis:-
 - (a) In the case of a Transfer Notice given or deemed to be given to the Company as a result of a Member ceasing to be employed by the Company by mutual agreement or by reason of his or her death, disability or retirement at usual retirement age;
 - (i) by determining the sum which a willing buyer would offer to a willing seller on the open market for the whole of the issued share capital of the Company having regard (inter alia) to the historic and anticipated future profits of the Company; and
 - (ii) by attributing to each class of Shares such proportion of the sum calculated in accordance with paragraph (i) above as the Auditors shall consider appropriate; and

- (iii) by attributing to each Share of each class such proportion of the sum calculated pursuant to paragraph (ii) above as each Share of that class bears to the number of Shares comprised in that class.
 - (iv) no addition or subtraction of any premium or discount shall be made in respect of the size of the holding of Shares which are subject to the Transfer Notice or in relation to any restriction on the transferability of such Shares contained in these Articles.
- (b) In the case of the Transfer Notice given or deemed to be given to the Company as a result of a Member ceasing to be employed by the Company by reason of his or her resignation or dismissal for misconduct in the Auditors' opinion the sum which a willing buyer would offer to a willing seller on the open market for the shares in question.
- (E) Every Transfer Notice shall be given or served either personally or by sending it by first class post to the registered office of the Company and any Disposal Notice required to be given to any Member shall be given or served either personally or by sending it by first class post to the registered address of such Member. When a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing such Notice and to have been effected 48 hours after the time of posting.
- (F) Any transfer of any Share or of any interest therein made otherwise than in accordance with this Article shall be void and of no effect whatsoever. In addition the Directors shall be at liberty by notice in writing to the registered holders thereof to disenfranchise any Shares which are the subject of a transfer not made in accordance with this Article until such time as the Directors are satisfied that the provisions of this Article have been complied with.

GENERAL MEETINGS

10. No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted each being a member or a proxy for a member, or a duly authorised representative of a corporation, shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting if convened on the requisition of Members will be dissolved. In any other case, the meeting will stand

adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be dissolved.

11. At any General Meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and sub-clauses (b) (c) and (d) of Regulation 46 shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. Unless otherwise determined by Ordinary Resolution the minimum number of Directors shall be one and a sole Director shall have and exercise all the powers, duties and discretions conferred on or vested in the Directors by these Articles, and Regulations 64 and 89 shall be modified accordingly.

13. The Directors shall not be required to retire by rotation.

14. Subject as otherwise provided by these Articles, the Company may by Ordinary Resolution appoint a person, who is willing to act, to be a Director, either to fill a vacancy or as an additional Director.

15. The Directors may also appoint a person who is willing to act, to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following Annual General Meeting but will then be eligible for re-election.

16. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may, if thought fit, by Ordinary Resolution appoint another person in his stead. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

POWERS AND PROCEEDINGS OF DIRECTORS

17. Subject to the Act, a Director may vote at a meeting of Directors or of a committee of Directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions of Section 317 of the Act. Compliance with Section 317 of the Act shall be

sufficient disclosure by Directors for the purpose of Regulations 85 and 86.

18. The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been Directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the Directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers and Regulation 87 does not apply to the Company.

19. The Directors shall be entitled to such remuneration (if any) by way of fees salary or otherwise as shall from time to time be determined by resolution of the Directors and the Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties and Regulations 82, 83 and 84 shall be amended accordingly.

20. Any Director who, by request of the Directors performs special services for any purpose of the Company which in the opinion of the Directors is outside the normal scope of such Director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine, which shall be charged as part of the Company's ordinary revenue expenses.

BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof without limit and to issue debentures and other securities whether outright or as security (principal or collateral) for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

22. The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive

(A) The appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same Meeting.

(B) An alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if

he had been a Director. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

- (C) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at Meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director and Regulation 88 shall be modified accordingly.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

INGLEBY HOLDINGS LIMITED
Bank House
8 Cherry Street
Birmingham
B2 5JY

Signed DAVID W. HAMLETT
for and on behalf
of Ingleby Holdings
Limited

INGLEBY NOMINEES LIMITED
Bank House
8 Cherry Street
Birmingham
B2 5JY

Signed DAVID W. HAMLETT
for and on behalf
of Ingleby Nominees
Limited

Dated this 8th day of October 1987

Witness to the above Signatures:-

Eleanor S. Timms
Bank House
8 Cherry Street
Birmingham
B2 5JY