

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

OF

MAGIC EFFECTS LIMITED
(Company Number: 2571806)

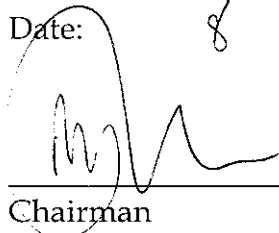
(EFFECTIVE 8 FEBRUARY 2001)

The following resolution was duly agreed to by the sole member of the Company in accordance with section 381A of the Companies Act 1985 (the "Act") as a Written Resolution with effect from 8 February 2001.

WRITTEN RESOLUTION

THAT, pursuant to section 9 of the Act, the existing Articles of Association of the Company be deleted in their entirety and the regulations contained in the document attached hereto and for the purpose of identification signed by a director of the Company be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Date: 8 February 2001


Chairman





TRAVERS
SMITH
BRAITHWAITE

ARTICLES OF ASSOCIATION

MAGIC EFFECTS LIMITED

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

MAGIC EFFECTS LIMITED

(Company Number: 2571806)

1. PRELIMINARY

- 1.1 In these articles "**Table A**" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and the "**Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and the "**Parent**" means the corporation (if any) which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company.
- 1.2 The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company. References herein to "**Regulations**" are to regulations of Table A.
- 1.3 Regulations 3, 24-26 inclusive, 53, 65-67 inclusive, 73-81 inclusive, 89, 90, 118 and the last sentence of Regulation 84 shall not apply.

2. SHARE CAPITAL

- 2.1 The authorised share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

- 2.2 Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, by special resolution shall determine.

3. TRANSFER OF SHARES

The directors shall register the transfer by the Parent of any share in the Company and the transfer by any other registered member of any share in the Company.

4. NOTICE OF GENERAL MEETINGS

In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 shall be modified accordingly.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any 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.
- 5.2 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.

6. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be two.

7. ALTERNATE DIRECTORS

- 7.1** Any director (other than an alternate director) may appoint any other director or any other person approved by the Parent and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.
- 7.2** An alternate director shall be entitled:-
- 7.2.1** to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting;
 - 7.2.2** to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors; and
 - 7.2.3** to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.
- 7.3** An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which his appointor is a member. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present.
- 7.4** An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
- 7.5** Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

8. DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers to committees consisting of one or more directors or other persons approved by the Parent. References in these articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this Article. Regulation 72 shall be modified accordingly.

9. APPOINTMENT AND REMOVAL OF DIRECTORS

9.1 The Parent may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum.

9.2 A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting.

10. DISQUALIFICATION OF DIRECTORS

10.1 The office of a director shall be vacated if he:-

10.1.1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

10.1.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

10.1.3 in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director; or

10.1.4 resigns his office by notice to the Company; or

10.1.5 shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

11. PROCEEDINGS OF DIRECTORS

- 11.1 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 11.2 A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.
- 11.3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or 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.
- 11.4 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

12. INSURANCE AND INDEMNITY

- 12.1 The Company shall with the written consent of the Parent be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- 12.2 Subject to the provisions of the Act, the Company may with the written consent of the Parent indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or

auditor of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.