

Company Number: 2767620

D. J. F. Jones
Chairman

THE COMPANIES ACT 1985

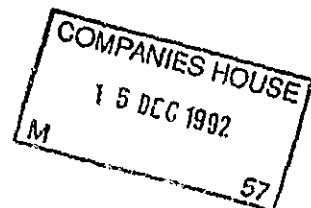
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RBCO 134 LIMITED

(adopted on 10th December 1992)



PRELIMINARY

1. The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

4. At the adoption of these Articles of Association the share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.
5. The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company for the time being. The authority given by this article shall expire at the end of five years beginning on the date on which it was given.
6. Sections 89 and 90 of the Act shall not apply to the Company.

LIEN

7. Without prejudice to the provisions of regulation 8 of Table A, the Company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with another) for all moneys (whether presently payable or not) due to the Company from him or his estate, whether solely or jointly with any other

person (whether a member or not) and whether the debt in respect of which the moneys are due was incurred before or after notice to the Company of any equitable or other interest of any person other than the member. The Company's lien on a share shall extend to all dividends or other moneys payable in respect of it. The directors may wholly or partly exempt any share from the provisions of this article on such terms as they think fit.

TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

9. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

10. A proxy shall be entitled to vote on a show of hands.

11. The words "(or such shorter period as the directors may allow)" shall be deemed to be inserted after "48 hours" in paragraph (a) of regulation 62 of Table A.

NUMBER OF DIRECTORS

12. The word "one" shall be deemed to be substituted for the word "two" in regulation 64 of Table A. A sole director may exercise all the powers given to the directors by the articles.

APPOINTMENT AND REMOVAL OF DIRECTORS

13. A person willing to act may be appointed as a director and any director, howsoever appointed, may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either -

(1) by an instrument signed by or on behalf of a member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue and delivered to the office; or

(2) by an ordinary resolution of the Company.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act, to the intent that sections 303(2) and 304 of the Act shall not apply to a removal under this article.

DIRECTORS' GRATUITIES AND PENSIONS

14. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a

spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

PROCEEDINGS OF DIRECTORS

15. A meeting of the directors shall not be validly called unless at least seven clear days' notice of the meeting has been given to every director (including an alternate director) entitled to receive notice of the meeting, or unless he waives the requisite notice. A director (including an alternate director) shall be deemed to have received the requisite notice if he or his alternate director (or, in the case of an alternate director, his appointor) is present at the meeting.

16. The words "But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom." and "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom." shall be deemed to be omitted from regulations 66 and 88 respectively of Table A.

17. The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.

18. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

THE SEAL

19. Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

NOTICES

20. The words "except that a notice calling a meeting of the directors need not be in writing" shall be deemed to be omitted from regulation 111 of Table A.

21. Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by telex, cable or facsimile transmission.

22. The words "instead of his registered address" shall be deemed to be substituted for the words "but otherwise no such member shall be entitled to receive any notice from the Company" in regulation 112 of Table A. Regulation 115 of Table A shall apply to a notice posted to a member at

his registered address if outside Europe (as defined for the purposes of the Royal Mail) only if it is sent by air mail or by means of an established air courier service.

INDEMNITY

23. Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may 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.