

20-10-93

Company No: 2821777

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

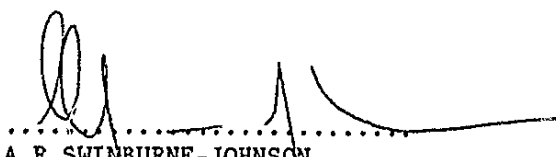
RANDOMDETAIL PROJECTS LIMITED

At an Extraordinary General Meeting held at Winslade Park, Exeter, on 7 October 1993 the following Special Resolution was passed.

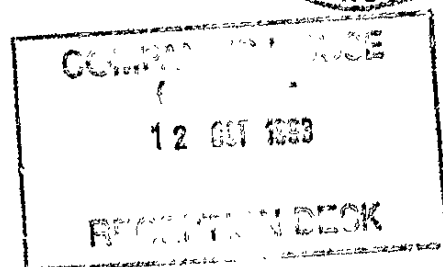
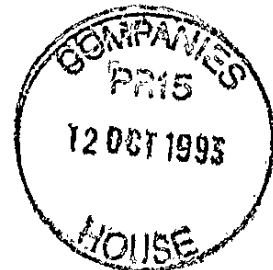
1. ADOPTION OF NEW ARTICLES

It was resolved -

THAT the regulations contained in the document marked 'B' which, for the purpose of identification, have been signed by M S Rule be approved and adopted forthwith as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.


A R SWINBURNE-JOHNSON
SECRETARY

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100% SUBSIDIARIES

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LONDON AND MANCHESTER () LIMITED

(Adopted by Special Resolution passed on)

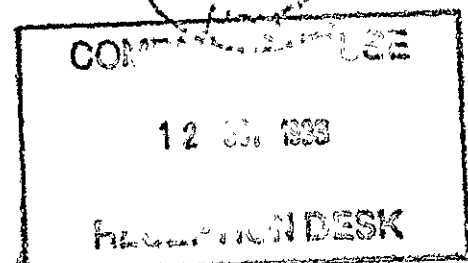
PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby or are inconsistent herewith and such Regulations (save as so excluded or varied or inconsistent) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. 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 (whether forming part of the original or any increased capital) 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 time and on such consideration and upon such terms and conditions as they think fit. Section 89(1) and section 90(1) to (6) inclusive of the Act shall not apply.



3. The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of section 80 of the Act). Such authority shall be unconditional and for the exercise of such power generally and the maximum amount of relevant securities that may be the subject of allotment (within the meaning of the said section 80) under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeded the nominal amount of the issued share capital of the Company at the time of adoption of these Articles or, as the case may be, at the time of any renewal of such authority. Subject to the said section 80, the Company may by ordinary resolution renew, revoke or vary such authority. Unless renewed, such authority shall expire on the date five years after the date on which these Articles were adopted, 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).

LIEN AND CALLS ON SHARES

4. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

5. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

6. Subject as otherwise provided by these Articles, any member may transfer all or any of his shares whether or not there may be uncalled liability thereon by an instrument of transfer in the usual common form or in any other form which the Directors may approve. Such instrument shall be signed by or on behalf of the transferor and signature by or on behalf of the transferee shall not be required and on registration of the transfer the transferee shall be deemed to have consented to the assumption of liability on his part for the payment of any sum not paid up on such share or shares. Clause 23 in Table A shall not apply.

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. The first sentence of Clause 24 in Table A shall not apply.

GENERAL MEETINGS AND RESOLUTIONS

8. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of the declaration of a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

9. Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

APPOINTMENT AND REMOVAL OF DIRECTORS

10. (a) Clauses 73 to 80 (inclusive) in Table A shall not apply.

(b) Any person who is willing to act may be appointed to be a Director, either to fill a vacancy or as an additional Director, and such appointment may be made in any one of the following ways :-

- (i) by the directors of the immediate holding company for the time being of the Company; or
- (ii) by the Company by ordinary resolution; or
- (iii) by the Directors;

Provided that such appointment shall not cause the number of Directors to exceed any number determined in accordance with Clause 64 in Table A as the maximum number of Directors and for the time being in force.

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(c) The ultimate holding company for the time being of the Company may remove any Director before the expiration of his period of office notwithstanding anything in these Articles. Every such removal shall be by notice in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written notice at the registered office of the Company or by the Secretary.

(d) Any person who has been removed from office as a director in accordance with paragraph (c) above may not be re-appointed without the prior written consent of the ultimate holding company for the time being of the Company.

DISQUALIFICATION OF DIRECTORS

11. Notwithstanding the provisions of Clause 81 in Table A, and unless the ultimate holding company for the time being of the Company shall otherwise determine by notice in writing and signed by or on its behalf, the office of a Director shall ipso facto also be vacated if the Director :-

(a) ceases from any cause to be in the full-time employment of the Company or of another company at any time when the said holding company is the ultimate holding company of the Company and that other company;

(b) becomes incapable by reason of illness or injury of managing and administering his property and affairs,

and Clause 81 in Table A shall be modified accordingly.

ASSOCIATE DIRECTORS

12. The Directors may appoint any person (not being a person in accordance with whose directions or instructions the Directors are accustomed to act) to be an Associate Director and may at any time remove him from that office. Any person so appointed shall attend meetings of the Directors as and when invited to do so in order to advise and assist the Directors. An Associate Director shall not be a member of the Board of Directors and shall not require any qualification or be entitled to vote at meetings of the Directors. Subject to the aforesaid, the powers and duties of an Associate Director shall be defined and shall be limited to such extent as the Directors may from time to time determine.

CORPORATE DIRECTORS

13. If and whenever a body corporate is a Director of the Company it shall be entitled to nominate up to two persons to attend on its behalf all meetings of the Board of Directors of the Company Provided that in the event that there is more than one nominee such nominees shall between them only be entitled to cast one vote at all such meetings.

SPECIAL DIRECTOR

14. The ultimate holding company for the time being of the Company may appoint any person to be a Special Director and may at any time remove him from that office. Any person so appointed shall have all the powers and duties of a Director save that in any matter concerning the distribution of the available profits of the Company by way of dividend he shall be entitled to cast such number of votes at any meeting of the Directors concerned with such matter as shall exceed by one the number of votes cast by all the other Directors at such meeting. Every such appointment and removal shall be by notice in writing and signed by or on behalf of the said holding company. For the purpose of this Article Clause 88 in Table A shall be modified accordingly.

POWERS OF DIRECTORS

15. The Directors may appoint any corporation firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they think fit and may at any time remove any agent from such appointment. Any such appointment may contain such provisions for the protection and convenience of persons dealing with any such agent as the Directors may think fit and may also authorise any such agent to sub-delegate all or any of the powers, authorities and discretions vested in him. Clause 71 in Table A shall not apply.

16. Subject to such limits as may be prescribed by the immediate holding company for the time being of the Company, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital, or any part thereof, and, subject to section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party (including the Company's immediate holding company).

17. 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 dependants of any Director 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. Clause 87 in Table A shall not apply.

SPECIAL OFFICES

18. The immediate holding company or, if different, the ultimate holding company for the time being of the Company may from time to time appoint one or more of the Directors to the office of Chairman or Deputy Chairman of the Board of Directors on such terms and (subject as herein mentioned) for such period as it thinks fit and may remove a Director from such office before the expiration of any such period. Every such appointment or removal shall be by notice in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written notice at the registered office of the Company or by the Secretary. Every such appointment of a Director shall (but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) be subject to determination, ipso facto, if he ceases from any cause to be a Director of the Company.

19. A Director holding the office of Chairman or Deputy Chairman of the Board of Directors shall receive such remuneration, in addition to any remuneration to which he may be entitled under Clause 82 in Table A, as the aforesaid holding company may determine.

20. The Directors may entrust to and confer upon a Director holding the office of Chairman or Deputy Chairman of the Board of Directors any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they 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.

PROCEEDINGS OF DIRECTORS

21. Clause 90 in Table A as it applies to the Company shall be construed with the deletion of the words "filling vacancies or of".

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22. If no Director shall for the time being be holding the office of Chairman or Deputy Chairman pursuant to an appointment made under Article 18 hereof, or if at any meeting the Chairman or, failing him, the Deputy Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting. Clause 91 in Table A shall not apply.

23. (a) 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 or of any committee of the Directors in accordance with section 317 of the Act. Subject where applicable to such declaration, a Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply.

24. A Director may participate in any meeting of the Directors or of any committee of the Directors by means of a conference telephone or communications equipment now known or hereafter to be devised provided that all the Directors and the Secretary participating in the meeting in this manner are able to hear and be heard by one another and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and such shall constitute a meeting of the Directors or of any committee of the Directors.

THE SECRETARY

25. Subject to the provisions of the Act, the immediate holding company (if any) for the time being of the Company may at any time and from time to time appoint any person to be the Secretary of the Company for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it. Failing such appointment the Secretary shall be appointed by the Directors.

26. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any Assistant or Deputy Secretary or, if there is no Assistant or Deputy Secretary or, if there is no Assistant or Deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

27. Clause 101 in Table A shall not apply.

28. The Directors shall provide for the safe custody of the seal. Every instrument (except certificates hereinafter mentioned) to which the seal of the Company is affixed shall be attested by two authorised signatories and, for this purpose, the Directors and the Secretary and any persons appointed by the Directors as Sealing Officers shall be authorised signatories. Every certificate for shares, stock, debenture stock or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the seal but need not be signed by any person.

NOTICES

29. (a) Any notice to or by the Company or to or by any person pursuant to these Articles shall be in writing and may be served by prepaid first class post or by telex or by facsimile transmission or by hand delivery addressed, in the case of the Company, to its registered office for the time being and in the case of any member at his or its registered address and in the case of any other person to his last known address. Any notice so given by post shall be deemed to have been served at the expiration of 48 hours after the envelope containing it was posted and proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Any notice so given by telex or facsimile transmission shall be deemed to have been served on the first weekday after despatch (Saturdays and public holidays excepted) and any notice so given by hand shall be deemed to have been served when delivered if delivered during normal business hours or, if delivered outside such hours, at the next time after delivery when normal business hours commence.

(b) A notice convening a meeting of the Directors need not be in writing.

(c) Clause 111, the first sentence of Clause 112 and Clause 115 in Table A shall not apply.

INDEMNITY

30. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto Provided that this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply.

REPRESENTATION AT MEETINGS

31. Any Director or the Secretary may act as the authorised representative of the Company at any meeting of any company or of any class of members of any company of which it is a member subject to the Articles of Association of that company.