

Company No: 3158860

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTIONS
OF
MAKERS HOLDINGS LIMITED

Passed the 28th day of June 1996

Pursuant to Section 381A of the Companies Act 1985, the following Resolutions were duly passed:

ORDINARY RESOLUTION

- (1) That the authorised share capital of the Company be increased from £100 to £5,002,000 by the creation of 2,999,900 additional Ordinary shares of £1 each, 2,000,000 A Management Shares of £1 each and 100,000 MIL Management Shares of 1p each and 100,000 MSL Management Shares of 1p each, all having the rights and subject to the restrictions set out in the Articles of Association to be adopted pursuant to Resolution 3 below.


SPECIAL RESOLUTIONS

- (2) That the provisions of the Memorandum of Association of the Company with respect to its objects be altered by the deletion of clause 3 thereof and the substitution thereof of the new clause 3 attached and for the purposes of

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identification signed by the sole member of the Company.

- (3) That the regulations contained in the printed document attached and for the purposes of identification signed by the sole member of the Company be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.
- (4) That each of the Shareholder Agreements previously supplied to the sole member of the Company and for the purposes of identification signed by him and which the Company proposes to enter into on the date hereof and which may entitle or oblige the Company to purchase its own Shares be and the same are hereby approved.

A handwritten signature in black ink, consisting of several loops and a trailing flourish, positioned above a horizontal dotted line.

Chairman



NEW CLAUSE 3 OF MEMORANDUM OF ASSOCIATION

- 3 The object of the Company is to carry on business as a general commercial company. In particular, but without prejudice to the generality of the foregoing, the Company has the following objects:
- (a) (i) To carry on the business of a Holding Company in all its branches and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions undertakings and business of every description and to co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a member which are in any manner controlled by or under common control with this Company.
- (ii) To carry on all or any of the businesses of roofing, flooring, insulation and building contractors, civil engineers, contractors for the construction, design, maintenance, repair, decoration, alteration and demolition of roofs, floors, ceilings, structures and buildings of all kinds, builders' merchants, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for and dealers in roofing and general contractors' plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in steelwork, sheeting, tiles, slates, cladding, stone, sand, gravel, bricks, lime, cement, plastic and plastic substances, insulating and general building materials and goods of every description, painters and decorators, steel erectors, timber merchants, importers of and dealers in joinery, hard and soft woods, veneers, mouldings and building wood of all kinds, carpenters, joiners, cabinet makers, shop and office fitters, electrical, gas, hot water, thermal, acoustic, heating, mechanical, motor and general engineers, hardware merchants, and general ironmongers, garage and petrol filling station proprietors, motor dealers, agents and distributors, haulage contractors, insurance agents, property owners, repairers and jobbers, auctioneers, valuers, surveyors, house, land and estate agents.
- (iii) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares

or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.

- (b) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- (c) To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks, and service marks (whether registered or not) copyright, design right or any similar property rights including those subsisting in inventions, designs, drawings, performances, computer programs, semi-conductor topographies, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection thereof which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- (d) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (e) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- (f) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the businesses of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (g) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, body or company carrying on any business which this Company is authorised to carry on, or possessed of property, assets or rights suitable for any of the objects of the Company.
- (h) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property, assets or rights of

the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell or deal with the property, assets, business, rights or undertaking of the Company, or any part thereof, and on such terms and for such consideration as the Company may think fit, and including for cash or shares, debentures or securities of any other company.

- (i) To build, construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, equipment or otherwise as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell, lease or otherwise acquire and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (j) To manage and conduct the affairs of any companies, firms, bodies and persons carrying on business of any kind whatsoever, and in any part of the world.
- (k) To enter into, carry on and participate in financial transactions and dealings and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (l) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, shares or other securities, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares or securities of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance or pledge.
- (m) To grant indemnities of every description and to undertake obligations of every description.
- (n) To make, draw, accept, exchange, endorse, negotiate, execute and issue promissory notes, bills of exchange or other negotiable instruments or payment orders and to receive money on deposit or loan.
- (o) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (p) To pay for any property or rights acquired by the Company in such manner as the Company may think fit, including payment either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in such manner as the Company may think fit, including payment either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (r) While the Company remains a private company, and subject to the provisions of the Companies Act 1985, to:
 - (i) remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and
 - (ii) give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985).
- (s) To make loans or donations, either in cash or of other assets, to, or enter into any arrangements whatsoever for the benefit of, such persons and in such cases whatsoever as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (t) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (u) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person, firm, government or other authority or issuer (including any subsidiary of the Company) and to invest, deal with or lend any of the moneys of the Company in such manner, with or without security and on such terms as the Company may think fit.
- (v) To amalgamate with any other company either whose objects are or include objects similar to those of the Company or which is possessed of property, assets or rights suitable for any of the purposes of the Company and on any terms whatsoever.

- (w) To procure the Company or any branch or representative of it to be registered or recognised in any country or place abroad or with any applicable regulatory authority.
- (x) To obtain any provisional or other order or Act of Parliament of the United Kingdom or of the legislature of any other State or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (y) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- (z) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (aa) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme, share incentive scheme or employees' share scheme calculated to advance the interests of the Company or to benefit such persons; to institute and maintain or assist in the institution or maintenance of any scheme calculated to promote the purchase or holding of shares of or securities in the Company by the public, any section thereof or such persons; and, subject to the provisions of the Act, to lend money or make payments to, or guarantee or give an indemnity in respect of, or to give any financial or other assistance to, any such persons or trustees on their behalf or any other person, for the purposes of, or to facilitate the institution or maintenance of, any such schemes; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any of its businesses or of any company which was or is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company or any of its businesses or who are or



were at any time directors or officers of the Company or of such other company or business as aforesaid, or holding or who hold or who held any salaried employment or office in the Company or such other company or business, and the families (including former spouses) of them or any person who is or was dependent on them.

- (ab) To purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company or any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has any interest whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Company or of any other such company or subsidiary undertaking are or have been interested indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.
- (ac) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (ad) To do all or any of the above things in any part of the world and either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (ae) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:

- (i) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
- (ii) the objects set forth in each sub-clause of this clause shall not be restrictively construed, but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any

of the objects conferred by and provided in each of the said sub-clauses
as if each sub-clause contained the objects of a separate company.

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No. 3158860

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MAKERS HOLDINGS LIMITED

(Altered by Special Resolution passed on the 28th day of June 1996)

- 1¹ The name of the Company is "Makers Holdings Limited".
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company. In particular, but without prejudice to the generality of the foregoing, the Company has the following objects:
 - (a) (i) To carry on the business of a Holding Company in all its branches and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company and to enter into, assist or participate in financial, commercial, mercantile, industrial

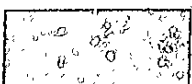
1 The name of the Company was changed from Bondco 608 Limited to Makers Holdings Limited on 7 May 1996.

and other transactions undertakings and business of every description and to co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a member which are in any manner controlled by or under common control with this Company.

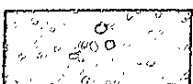
- (ii) To carry on all or any of the businesses of roofing, flooring, insulation and building contractors, civil engineers, contractors for the construction, design, maintenance, repair, decoration, alteration and demolition of roofs, floors, ceilings, structures and buildings of all kinds, builders' merchants, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for and dealers in roofing and general contractors' plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in steelwork, sheeting, tiles, slates, cladding, stone, sand, gravel, bricks, lime, cement, plastic and plastic substances, insulating and general building materials and goods of every description, painters and decorators, steel erectors, timber merchants, importers of and dealers in joinery, hard and soft woods, veneers, mouldings and building wood of all kinds, carpenters, joiners, cabinet makers, shop and office fitters, electrical, gas, hot water, thermal, acoustic, heating, mechanical, motor and general engineers, hardware merchants, and general ironmongers, garage and petrol filling station proprietors, motor dealers, agents and distributors, haulage contractors, insurance agents, property owners, repairers and jobbers, auctioneers, valuers, surveyors, house, land and estate agents.
- (iii) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal,

premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.

- (b) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- (c) To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks, and service marks (whether registered or not) copyright, design right or any similar property rights including those subsisting in inventions, designs, drawings, performances, computer programs, semi-conductor topographies, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection thereof which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- (d) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.



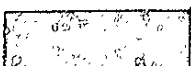
- (e) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- (f) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the businesses of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (g) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, body or company carrying on any business which this Company is authorised to carry on, or possessed of property, assets or rights suitable for any of the objects of the Company.
- (h) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property, assets or rights of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell or deal with the property, assets, business, rights or undertaking of the Company, or any part thereof, and on such terms and for such consideration as the Company may think fit, and including for cash or shares, debentures or securities of any other company.
- (i) To build, construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, equipment or otherwise as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell, lease or otherwise acquire and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (j) To manage and conduct the affairs of any companies, firms, bodies and persons carrying on business of any kind whatsoever, and in any part of the world.



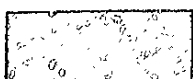
- (k) To enter into, carry on and participate in financial transactions and dealings and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (l) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, shares or other securities, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares or securities of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance or pledge.
- (m) To grant indemnities of every description and to undertake obligations of every description.
- (n) To make, draw, accept, exchange, endorse, negotiate, execute and issue promissory notes, bills of exchange or other negotiable instruments or payment orders and to receive money on deposit or loan.
- (o) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.



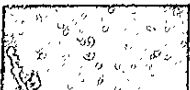
- (p) To pay for any property or rights acquired by the Company in such manner as the Company may think fit, including payment either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in such manner as the Company may think fit, including payment either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (r) While the Company remains a private company, and subject to the provisions of the Companies Act 1985, to:
 - (i) remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and
 - (ii) give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985).
- (s) To make loans or donations, either in cash or of other assets, to, or enter into any arrangements whatsoever for the benefit of, such persons and in such cases whatsoever as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.



- (t) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (u) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person, firm, government or other authority or issuer (including any subsidiary of the Company) and to invest, deal with or lend any of the moneys of the Company in such manner, with or without security and on such terms as the Company may think fit.
- (v) To amalgamate with any other company either whose objects are or include objects similar to those of the Company or which is possessed of property, assets or rights suitable for any of the purposes of the Company and on any terms whatsoever.
- (w) To procure the Company or any branch or representative of it to be registered or recognised in any country or place abroad or with any applicable regulatory authority.
- (x) To obtain any provisional or other order or Act of Parliament of the United Kingdom or of the legislature of any other State or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (y) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.



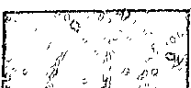
- (z) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (aa) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme, share incentive scheme or employees' share scheme calculated to advance the interests of the Company or to benefit such persons; to institute and maintain or assist in the institution or maintenance of any scheme calculated to promote the purchase or holding of shares of or securities in the Company by the public, any section thereof or such persons; and, subject to the provisions of the Act, to lend money or make payments to, or guarantee or give an indemnity in respect of, or to give any financial or other assistance to, any such persons or trustees on their behalf or any other person, for the purposes of, or to facilitate the institution or maintenance of, any such schemes; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any of its businesses or of any company which was or is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company or any of its businesses or who are or



were at any time directors or officers of the Company or of such other company or business as aforesaid, or holding or who hold or who held any salaried employment or office in the Company or such other company or business, and the families (including former spouses) of them or any person who is or was dependent on them.

- (ab) To purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company or any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has any interest, whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Company or of any other such company or subsidiary undertaking are or have been interested indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.
- (ac) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (ad) To do all or any of the above things in any part of the world and either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (ae) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:



- 4 The liability of the members is limited.
- 5² The share capital of the Company is £5,002,000 divided into 3,000,000 Ordinary Shares of £1 each, 2,000,000 A Management Shares of £1 each, 100,000 MIL Management Shares of 1p each and 100,000 MSL Management Shares of 1p each.

JRUAMIDASNCIMEM

I, the undersigned subscriber to this Memorandum of Association whose name, address and description is subscribed, am desirous of being formed into a Company in pursuance of this Memorandum of Association and I agree to take the number of shares in the capital of the Company set opposite my names.

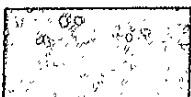
NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	Number of Shares taken by Subscriber (in words)
Charmian Adele Leatt Bond Pearce Ballard House West Hoe Road Plymouth Devon PL1 3AE	One

DATED this 5 February 1996

WITNESS to the above Signature: Paul Wilson

Name: Paul Wilson
Address: Ballard House
West Hoe Road
Plymouth
Devon PL1 3AE

Occupation: Solicitor





THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MAKERS HOLDINGS LIMITED

(Adopted by Special Resolution passed on the 28th day of June 1996)

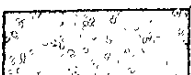
1 PRELIMINARY

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 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, Clauses 8 and 9 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

2 SHARES

2.1 Subject to Article 2.2 all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

2.2 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the time of adoption of these Articles; and that this



authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

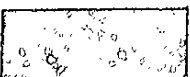
- 2.3 The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- 2.4 In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3 LIEN

The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that Share 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 whether solely or as one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

4 SHARE CAPITAL

- 4.1 The share capital of the Company is £5,002,000 divided into 3,000,000 Ordinary Shares of £1 each, 2,000,000 A Management Shares of £1 each, 100,000 MIL Management Shares of 1p each and 100,000 MSL Management Shares of 1p each.
- 4.2 The rights attaching to the Ordinary Shares are as follows:



- (a) As regards income: the Ordinary Shares shall confer on the holders thereof the right to receive upon the resolution of the Directors confirmed by the Company in general meeting such dividend as may from time to time be decided;
- (b) As regards capital: on a return of capital on liquidation or otherwise the assets of the Company available for distribution amongst the shareholders shall be applied in priority to any payment to the holder of any other class of shares in the capital of the Company (save the A Management Shares with which the Ordinary Shares rank pari passu) in payment to the holders of the Ordinary Shares of the amounts paid up on the Ordinary Shares held by them;
- (c) As regards further participation: the Ordinary Shares shall confer upon the holders thereof the right (pari passu with the A Management Shares) to receive after payment of the amounts paid up on the Ordinary Shares, A Management Shares, MIL Management Shares and MSL Management Shares the balance of the assets distributed amongst the holders of the Ordinary Shares and the A Management Shares proportionate to their holdings of such shares;
- (d) As regards voting: each Ordinary Shareholder shall be entitled to receive notice of and to attend and vote at any general meeting of the Company and on a show of hands each Ordinary Shareholder present in person or proxy shall have one vote and on a poll shall have one vote for every Ordinary Share of which he is the holder.

4.3 The rights attaching to the A Management Shares are as follows:

- (a) As regards income: the A Management Shares shall rank pari passu with the Ordinary Shares.

- (b) As regards capital: the A Management Shares shall rank pari passu with the Ordinary Shares.
- (c) As regards further participation: the A Management Shares shall rank pari passu with the Ordinary Shares.
- (d) As regards voting: the A Management Shares shall confer upon the holders thereof the right to receive notice of and attend at any general meeting of the members of the Company but not to vote thereat.

4.4 The rights attached to the MIL Management Shares (in respect of which the relevant subsidiary shall be Makers Industrial Limited) are as follows:

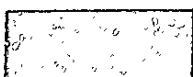
- (a) As regards income: the holders of the MIL Management Shares shall not be entitled to any dividend;
- (b) As regards capital: on a return of assets on liquidation or otherwise the assets of the Company remaining after payment of its liabilities and repayment of the amounts due to the holders of the Ordinary Shares and A Management Shares shall be applied in paying to the holders of the MIL Management Shares the amount paid up upon such shares or credited as paid up;
- (c) As regards further participation: the holders of the MIL Management Shares shall be entitled to no further participation in the income or assets of the Company;
- (d) As regards voting: the MIL Management Shares shall confer upon the holders thereof no right to receive notice of or attend or vote at any general meeting of the members of the Company;

- (e) As regards redemption: subject to the provisions of the Act any MIL Management Shares in issue shall be redeemed in full at par on 1 February 2000 or at such later date as the Company may specify provided always that if the Company shall be unable in compliance with the provisions of the Act to redeem all or any of the MIL Management Shares in accordance with the provisions of this Article on the date specified in this Article, then the Company shall redeem such shares as soon after such date as the Company shall be able to comply with the provisions of the Act.

On the date so fixed each registered holder of MIL Management Shares shall be bound on receipt of fourteen days prior written notice to surrender to the Company the certificate for his shares which are to be redeemed in order that the same may be cancelled and upon such surrender the Company shall pay to such holder the amount payable in respect of such redemption.

4.5 The rights attached to the MSL Management Shares (in respect of which the relevant subsidiary shall be Martech Services Limited) are as follows:

- (a) as regards income: the holders of the MSL Management Shares shall not be entitled to any dividend;
- (b) As regards capital: on a return of assets on liquidation or otherwise the assets of the Company remaining after payment of its liabilities and repayment of the amounts due to the holders of the Ordinary Shares and A Management Shares shall be applied in paying to the holders of the MSL Management Shares the amount paid up upon such shares or credited as paid up;
- (c) As regards further participation: the holders of the MSL Management Shares shall be entitled to no further participation in the income or assets



of the Company;

- (d) As regards voting: the MSL Management Shares will confer upon the holders thereof no right to receive notice of or attend or vote at any general meeting of the members of the Company;
- (e) As regards redemption: subject to the provisions of the Act any MSL Management Shares in issue shall be redeemed in full at par on 1 February 2000 or at such later date as the Company may specify provided always that if the Company shall be unable in compliance with the provisions of the Act to redeem all or any of the MSL Management Shares in accordance with the provisions of this Article on the date specified in the Article, then the Company shall redeem such shares as soon after such date as the Company shall be able to comply with the provisions of the Act.

On the date so fixed each registered holder of MSL Management Shares shall be bound on receipt of fourteen days prior written notice to surrender to the Company the certificate for his shares which are to be redeemed in order that the same may be cancelled and upon such surrender the Company shall pay to such holder the amount payable in respect of such redemption.

5 PURCHASE OF OWN SHARES

- 5.1 The Company may from time to time purchase its own shares (including any redeemable shares) but so that no such purchase shall take place save in accordance with the Act and on the basis that such purchase is sanctioned by an extraordinary resolution passed at a separate class meeting of the holders (if any) of a class of shares which are convertible into shares of another class.

- 5.2 Anything done in pursuance of Article 5.1 shall be done in the manner provided

and subject to any conditions imposed by the Act in so far as the Act shall be applicable and so far as they shall not be applicable in accordance with the terms of the resolution authorising the same and so far as the Act or such resolution shall not be applicable in such manner as the Directors shall deem most expedient.

6 TRANSFER OF SHARES

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 and Clause 24 of Table A shall be modified accordingly.

7 GENERAL MEETINGS

7.1 A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

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

7.3 Clause 41 of Table A shall be read and construed as if the last sentence ended with 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".



8 DIRECTORS

- 8.1 Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. 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 or Table A; and Clause 89 of Table A shall be modified accordingly.
- 8.2 If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Permanent Director.
- 8.3 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 8.4 A Director may vote as a Director on any resolution concerning 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 Clause 94 of Table A shall be modified accordingly.

9 INDEMNITY

- 9.1 Every Director or other officer or Auditor 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. But this Article shall only have effect is so far as its provisions are not avoided by Section 310 of the Act.

- 9.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company, insurance against any such liability as is referred to in Section 310 (1) of the Act.

