

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3231248

The Registrar of Companies for England and Wales hereby certifies that
RESERO TECHNOLOGY SYSTEMS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 30th July 1996



G. Wookey
G. WOOKEY

N03231248A

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

† Please delete as appropriate.

I,

BRIAN DEAN

of

32, SINCLAIR GARTH, SANDAL, WAKEFIELD

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985[†] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

GEORGE HOUSE, GEORGE STREET, WAKEFIELD

the

FOURTEENTH

day of

JUNE

One thousand nine hundred and ninety

SIX

① Please print name.

before me ①

G S R HUNTER

Justice of the Peace for the City of Leeds

Signed

Date

14 JUNE 1996

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

BRIAN DEAN / GEOFFREY STRINGER RACE HUNTER

GEORGE HOUSE, GEORGE STREET, WAKEFIELD, WF1 1LY

Tel 01924 368145

DX number 125

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



C O M P A N I E S H O U S E

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

**First directors and secretary and intended situation of
registered office**

Company Name in full



F010001H

RESERO TECHNOLOGY SYSTEMS LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

GEORGE HOUSE

GEORGE STREET

Post town

WAKEFIELD

County / Region

WEST YORKSHIRE

Postcode

WF1 1LY

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

2

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

GEOFFREY STRINGER RACE HUNTER / BRIAN DEAN

GEORGE HOUSE, GEORGE STREET, WAKEFIELD

WF1 1LY

Tel 01924 368145

DX number 211

DX exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

BRIAN

Surname

DEAN

Previous forename(s)

Previous surname(s)

Address

32 SINCLAIR GARTH

Usual residential address

For a corporation, give the registered or principal office address.

SANDAL

Post town

WAKEFIELD

County / Region

WEST YORKSHIRE

Postcode

WF2 6RE

Country

UNITED KINGDOM

I consent to act as secretary of the company named on page 1

Consent signature

Date

14 JUNE 1996

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

BRIAN

Surname

DEAN

Previous forename(s)

Previous surname(s)

Address

32 SINCLAIR GARTH

Usual residential address

For a corporation, give the registered or principal office address.

SANDAL

Post town

WAKEFIELD

County / Region

WEST YORKSHIRE

Postcode

WF2 6RE

Country

UNITED KINGDOM

Day Month Year

Date of birth

29

08

47

Nationality

BRITISH

Business occupation

CONSULTING ENGINEER

Other directorships

PELL FRISCHMANN CONSULTANTS LTD

EUROTOLL LTD

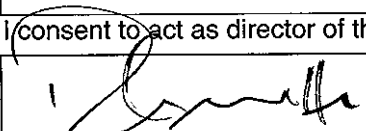
I consent to act as director of the company named on page 1

Consent signature

Date

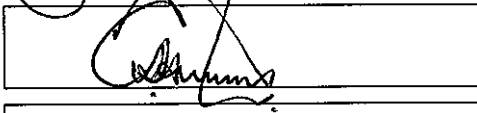
14 JUNE 1996

Directors (continued) (see notes 1-5)

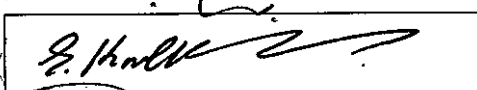
NAME	*Style / Title	SIR		*Honours etc	
* Voluntary details	Forename(s)	RODNEY MYERSCOUGH			
	Surname	WALKER			
	Previous forename(s)				
	Previous surname(s)				
Address	PINE LODGE, HOME FARM				
Usual residential address	WOOLLEY				
For a corporation, give the registered or principal office address.	Post town	WAKEFIELD			
	County / Region	WEST YORKSHIRE	Postcode	WF4 2JS	
	Country	UNITED KINGDOM			
	Day	Month	Year	Nationality	
Date of birth	10	4	43	BRITISH	
Business occupation	COMPANY DIRECTOR				
Other directorships	SEE LIST				
	I consent to act as director of the company named on page 1				
Consent signature				Date	14 JUNE 1996

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date**

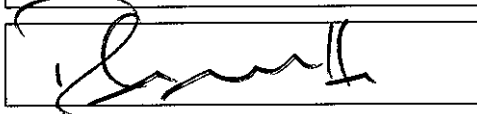
14 JUNE 1996

Signed**Date**

14 JUNE 1996

Signed**Date**

14 JUNE 1996

Signed**Date**

14 JUNE 1996

Signed**Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

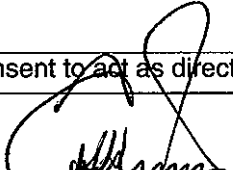
4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	GEOFFREY STRINGER RACE		
	Surname	HUNTER		
	Previous forename(s)			
	Previous surname(s)			
Address	THE GRANARY			
Usual residential address For a corporation, give the registered or principal office address.	OLD HALL COURTYARD, HEATH			
	Post town	WAKEFIELD		
	County / Region	WEST YORKSHIRE	Postcode	WF1 5ST
	Country	UNITED KINGDOM		
	Date of birth	Day 1	Month 12	Year 34
		Nationality		BRITISH
	Business occupation	CONSULTING ENGINEER		
	Other directorships	BISHOPTHORPE ESTATES LTD EUROTOLL LTD		
	I consent to act as director of the company named on page 1			
	Consent signature			Date 14 JUNE 1996

This section must be signed by
Either

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

Signed

Date

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date


Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

* Voluntary details	NAME	*Style / Title	PROFESSOR	*Honours etc		
		Forename(s)	EDWARD			
		Surname	KOROLKIEWICZ			
		Previous forename(s)				
		Previous surname(s)				
Usual residential address For a corporation, give the registered or principal office address.	Address	21 ELM COURT				
		WICKHAM				
		Post town	NEWCASTLE-UPON-TYNE			
		County / Region	NORTHUMBRIA	Postcode	NE16 4PS	
		Country	UNITED KINGDOM			
			Day	Month	Year	
	Date of birth	22	10	39	Nationality	BRITISH
	Business occupation	PRINCIPAL LECTURER				
	Other directorships	NONE				
	I consent to act as director of the company named on page 1					
	Consent signature				Date	14 JUNE 1996

This section must be signed by***Either*****an agent on behalf
of all subscribers****Signed****Date*****Or the subscribers******(i.e those who signed
as members on the
memorandum of
association).*****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

R M WALKER

LIST OF DIRECTORSHIPS AS AT JANUARY 1996

West Yorkshire Broadcasting Plc	Appointed 1981
Myerscough Holdings Limited	Appointed 1976
Myerscough Developments Limited	Appointed 1975
Grass Concrete Limited	Appointed 1971
Grass Concrete International Limited	Appointed 1972
Landscape Grass (Concrete) Limited	Appointed 1975
Chantry Contractors Limited	Appointed 1981
Hensby Walker Holdings Limited	Appointed 1988
Executive Properties Int. (North) Limited	Appointed 1986
Bain Hogg Limited	Appointed 1985
Modern Fabrications (Barnsley) Limited	Appointed 1986
Horbury Bridge Garages Limited	Appointed 1978
Clarke Hall Farm Trust Limited	Appointed 1988
Wakefield Metropolitan Festival Co. Ltd	Appointed 1973
EMAP Radio Limited	Appointed 1994
NHS Trust Federation Limited	Appointed 1993
Sports Aid Foundation (non-exec.)	Appointed 1994
London Marathon (non exec.)	Appointed 1994
National Coal Mining Museum for England	Appointed 1995
The Great Britain Sports Council	Appointed 1994
The Rugby Football League	Appointed 1993
Judgemaker Limited	Appointed 1994
Yorkshire Cable Plc	Appointed 1996

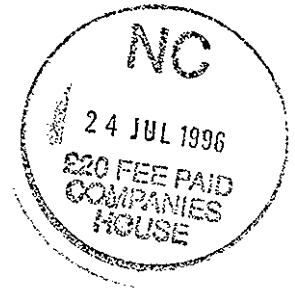
Held in last 5 years

Resigned

Transbill Limited	1992
Rugby League Properties Limited	1989
Rugby League Enterprises Limited	1989
AGK Civil Engineering Limited	1991
Lorimar Emblem Co Ltd	1991
Sports Aid Foundation (Y&H) Limited	1990
Trans World Communications Plc	1994
Wakefield Trinity RLFC Limited	1994
Conrad Plc	1994
Red Rose Radio Plc	1994

1,000,000
4

3231248



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RESERO TECHNOLOGY SYSTEMS LIMITED

1. The name of the Company is **RESERO TECHNOLOGY SYSTEMS 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:-
 - 3.1(a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, agents and representatives, brokers and consultants, advisers, managers and administrators, researchers and developers of technology, software and hardware producers, financiers, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, operators, hirers and letters on hire of, and dealers in all plant, machinery, tools, and equipment of all kinds, products, goods, wares, merchandise and produce of every description and to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises and generally to carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company; and to purchase or otherwise acquire and take over any business or undertakings which may be deemed expedient, or to become interested in, and carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable; and
 - (b) to purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any company, society, partnership or person carrying on any business which the company is authorised to carry on or possessed of property suitable for any of the purposes of the Company, and to conduct and carry on, or liquidate and wind up, any such business.
- 3.2) 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 movable real or personal property of any kind.
- 3.3) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development 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, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.

773965

3.4) 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.

3.5) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.

3.6) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

3.7) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.

3.8) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.

3.9) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any descriptions which may be conveniently dealt with in connection with any of the Company's objects.

3.10) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.

3.11) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.

3.12) 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, 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 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.

3.13) 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 such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies 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 as amended by the Companies Act 1989) 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.

- 3.14) To grant indemnities of every description and to undertake obligations of every description.
- 3.15) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- 3.16) To pay all/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.
- 3.17) To pay for any property or rights acquired by the Company 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.
- 3.18) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, 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.
- 3.19) While the company remains a private company, and subject to the provisions of the Companies Act 1985, to:
- (a) 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
 - b) give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985).
- 3.20) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- 3.21) 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.
- 3.22) 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 company and to invest or lend any of the monies of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
- 3.23) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- 3.24) To procure the Company to be registered or recognised in any country or place abroad.
- 3.25) To obtain any provisional or other order to Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interest.

3.26) 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.

3.27) 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.

3.28) 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 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 calculated to advance the interests of the Company or such persons; 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 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 otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependents of any such persons.

3.29) To purchase and maintain for any officer of the Company any insurance policy indemnifying such officer against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.

3.30) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and scheme, 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.

3.31) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

3.32) 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:

(a) the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body or 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

(b) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should 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 sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified in 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.

4. The liability of the members is limited.
5. The share capital of the Company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.

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


NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	Number of shares taken by the Subscriber (in words)
---	---

RODNEY MYERSCOUGH WALKER

ONE

Pine Lodge
Home Farm
Woolley
Wakefield
WF4 2JS

Signed by RODNEY MYERSCOUGH HOLDINGS



GEOFFREY STRINGER RACE HUNTER

ONE

The Granary
Old Hall Courtyard
Heath
Wakefield
WF1 5ST

Signed by GEOFFREY STRINGER RACE HUNTER

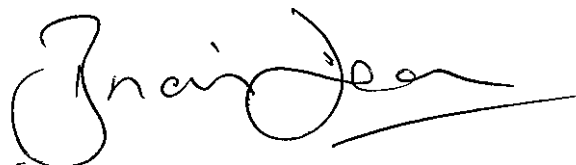


BRIAN DEAN

ONE

32 Sinclair Garth
Sandal
Wakefield
WF2 6RE

Signed by BRIAN DEAN



EDWARD KOROLKIEWICZ

ONE

21 Elm Court
Wickham
Newcastle-Upon-Tyne
NE16 4PS

Signed by EDWARD KOROLKIEWICZ



WITNESS to the above signatures:-

F A SIMS



Dated this 28 June 1996

Address:- 'Oaks Rock'
54 Woodthorpe Lane
Sandal
Wakefield
WF2 6JJ

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RESERO TECHNOLOGY SYSTEMS LIMITED

PRELIMINARY

1. In these Articles and in Table A:

"the Act" means the Companies Act 1985 but so that any references in these Articles to any provisions 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.

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

"the Statutes" means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

2.1) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

2.2) Regulations 24, 39, 73 to 78 inclusive, 87, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3.1) Subject to the provisions of Article 3.2 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.

3.2) The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversation rights over, create, deal with or otherwise dispose of in accordance with this Article shall be the total amount stated in Clause 5 of the Memorandum of Association or such other amount as shall be authorised by the Company in General Meeting.

3.3) The authority conferred on the Directors by Article 3.1 and 3.2 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.

3.4) The provisions of section 89(1) of the act shall not apply to the Company.

3.5) Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.

LIEN

4. The lien conferred by regulation 8 shall apply to:-

(a) all shares of the Company whether fully paid or not;

(b) to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders;

and shall be for all indebtedness or other liability to the Company of any member.

Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

5. The directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

6. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

7.1) A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

7.2) The words "at any time" shall be substituted for the words "not less than 48 hours" in regulation 62(a).

8. A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation.

DIRECTORS

9. The number of Directors need not exceed one and regulation 64 shall be modified accordingly.

10. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act.

11. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

12. Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

13. The Directors may exercise all the powers of the Company contained in Clause 3.28 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

APPOINTMENT/DISQUALIFICATION OF DIRECTORS

14.1) Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company.

14.2) The office of a Director shall be vacated if he is removed from office under Article 14.1. Regulation 81 shall be modified accordingly.

14.3) Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

ROTATION OF DIRECTORS

15. The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

ALTERNATE DIRECTORS

16.1) Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of Company. In regulation 65 the words "approved by resolution of the directors and" shall be deleted.

16.2) If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternative Director may represent more than one Director and shall be entitled to any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

16.3) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

17.1) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

17.2) The following sentence shall be inserted after the first sentence of regulation 72: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

17.3) A sole Director may exercise all the powers conferred by these Articles on the Directors and for such time as there is not more than one director of the Company there shall be no requirement for a quorum or meetings of directors: regulations 88 and 89 shall be modified accordingly.

THE SEAL

18.1) If the Company has a common seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a common seal.

18.2) The company may exercise the powers conferred by section 39 of the Act in relation to having an official seal for use abroad, and such powers shall be vested in the Directors.

NOTICES

19.1) Every Director of the Company and every alternative Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.

19.2) Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

INDEMNITY

20.1) Subject to the provisions of and so far as may be consistent with the Statutes but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudiced to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by him by the Court.

20.2) The Directors shall have power to purchase and maintain for any Director, Auditor, Secretary or other office insurance against such liability as is referred to in Section 310(1) of the Act with effect from the brining into force of Section 137 of the Companies Act 1989.

MISCELLANEOUS PROVISIONS

21) Table A shall be further modified as follows:-

(a) in regulation 37 the words "within the United Kingdom" shall be deleted:-

(b) in regulation 66 the second sentence shall be deleted;

(c) in regulation 88 the third sentence shall be deleted;

(d) in regulation 89 the quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three.

(e) in regulation 90 the words "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 filling vacancies or of calling a general meeting" shall be deleted;

(f) in regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address";

(g) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom."

I/We, the person/company whose name, address and description are subscribed, am/are desirous of being formed into a Company in pursuance of this Memorandum of Association and I/We respectively agree to take the number of shares in the capital of the Company set opposite my/our name.

NAME, ADDRESS AND DESCRIPTION
OF SUBSCRIBER

Number of shares
taken by the
Subscriber (in words)

• RODNEY MYERSCOUGH WALKER

ONE

Pine Lodge
Home Farm
Woolley
Wakefield
WF4 2JS

Signed by RODNEY MYERSCOUGH WALKER



GEOFFREY STRINGER RACE HUNTER

ONE

The Granary
Old Hall Courtyard
Heath
Wakefield
WF1 5ST

Signed by GEOFFREY STRINGER RACE HUNTER



BRIAN DEAN

ONE

32 Sinclair Garth
Sandal
Wakefield
WF2 6RE

Signed by BRIAN DEAN



EDWARD KOROLKIEWICZ

ONE

21 Elm Court
Wickham
Newcastle-Upon-Tyne
NE16 4PS

Signed by EDWARD KOROLKIEWICZ



WITNESS to the above signatures:-

F A SIMS

Dated this 28 June 1996

Address:- 'Oaks Rock'
54 Woodthorpe Lane
Sandal
Wakefield
WF2 6JJ

