

25 - 08 - 98

*For filing at Companies House*

**MMH WENDT LIMITED**

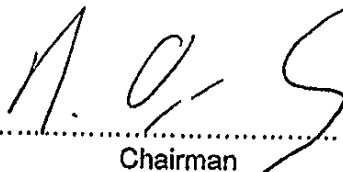
("the Company")

**Company no. 3614648**

**SPECIAL RESOLUTION**

(passed at an Extraordinary General Meeting of the Company on 17 August 1998)

THAT the authorised share capital of the Company be and is hereby increased from 150,000 ordinary shares of £1 each to 300,000 ordinary shares of £1 each and that Articles 3 and 4 of the Articles of Association of the Company shall be amended accordingly as attached and filed with the Registrar of Companies.

  
.....  
Chairman



25 - 08 - 98

THE COMPANIES ACTS 1985 TO 1989  
PRIVATE COMPANY LIMITED BY SHARES  
NEW ARTICLES OF ASSOCIATION  
OF

MMH WENDT LIMITED

*(amended 17 August 1998 in accordance with a Special Resolution of the Company passed on 17 August 1998)*

1. The following regulations and (subject as provided in the articles) the regulations contained in Table A of the Companies (Table A to F) Regulations 1985 ("Table A") shall constitute the articles of association of the Company.
2. The minimum number of directors shall be one; regulation 64 of Table A shall be amended accordingly. Regulations 73-80 (inclusive) and 94-98 (inclusive) of Table A shall not apply to the Company.
3. The share capital of the Company is £300,000 divided into 300,000 ordinary shares of £1 each.
4. The directors are generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 ("the Act") to allot unissued shares of the Company up to a maximum aggregate nominal amount of £300,000 provided that any such allotment is made during the period of five years from the date of incorporation of the Company.
5. Sections 89 and 90 of the Act shall not apply to the Company.
6. The directors may, in their absolute discretion, and without assigning any reason, decline to register a transfer of any share, and accordingly the first sentence of regulation 24 of Table A shall not apply to the Company.