

Company No: 3766617

**THE COMPANIES ACT 1985
A COMPANY LIMITED BY SHARES**

SPECIAL RESOLUTION

-of-

ELIANCE UK LIMITED

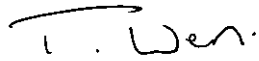
(Passed on 22 August 2000)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 22 August 2000 at Watchmaker Court, 33 St John's Lane, London EC1M 4ND the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

THAT the articles of association contained in the printed document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be and they 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.

Signed:


.....
Chairman of the meeting



The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

New Articles of Association

of

ELIANCE UK LIMITED

(Adopted by Special Resolution passed on 22 August 2000)

Regulations of the Company

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 (the "Act") and in force on the date of incorporation of the company).
2. Regulations 8, 24, 53, 54, 60-62 (inclusive), 65-69 (inclusive), 73-80 (inclusive), 87, 90, 93, 100 and 118 in Table A do not apply to the company.

Share capital

3. (1) The share capital of the company at the date of adoption of these Articles is £1,500,100 divided into:
 - (a) 100 Ordinary shares of £1 each (the "Ordinary Shares"); and
 - (b) 1,500,000 Redeemable Preference shares of £1 each (the "Preference Shares").(2) Each of the Ordinary Shares and the Preference Shares shall constitute separate classes of shares.
4. The rights and restrictions attaching to the respective classes of shares shall be as follows:
 - (1) As regards income:
 - (a) The profits available for distribution (as defined in Section 263(3) of the Companies Act 1985) and resolved by the Directors to be distributed from time to time in respect of each financial year or other accounting period of the Company shall be distributed amongst the holders of the Ordinary Shares according to the amounts paid up or credited as paid up (including the premium, if any, paid on the issue thereof) on such Ordinary Shares held by them.
 - (b) The Preference Shares shall have no entitlement in respect of income.

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- (2) As regards capital:
 - (a) On a return of capital on a winding-up or other repayment of capital (other than on a redemption or purchase of the Preference Shares pursuant to paragraph (4) of this Article), the assets of the Company available for distribution among the members shall be distributed as follows:
 - (i) first, in repaying to the holders of the Preference Shares the amounts paid up or credited as paid up thereon; and
 - (ii) second, any balance of the assets of the Company available for distribution shall be paid to the holders of the Ordinary Shares and shall be divided between them in proportion to the nominal amount of Ordinary Shares held by them.
- (3) As regards voting and attendance at general meetings:
 - (a) On a show of hands every holder of any Ordinary Share who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a holder of an Ordinary Share shall have one vote and on a poll every holder of any Ordinary Share who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every Ordinary Share of which he is the holder.
 - (b) The holder of any Preference Share shall have the right to receive notice of all general meetings of the Company but shall have no right to attend or vote thereat unless:
 - (i) any of the Preference Shares required to be redeemed pursuant to paragraph (4)(a) of this Article has not been redeemed on the due date or on a date subsequent thereto; in which case the holders of all of the Preference Shares shall thereupon have the right to speak and vote on any resolution at any general meeting of the Company; or
 - (ii) the meeting has been convened pursuant to the provisions of section 142 of the Companies Act 1985 (or any statutory re-enactment thereof) in which case the holders of the Preference Shares shall be entitled to attend, speak and vote upon any resolution proposed at such meeting; or
 - (iii) the business of the meeting includes a resolution varying, modifying, altering or abrogating any of the rights, privileges, limitations or restrictions attached to the Preference Shares as a class as regards income, a return of capital or voting in which case the holders of the Preference Shares shall be entitled to speak and vote upon that resolution only; or
 - (iv) the business of the meeting includes the consideration of any resolution for winding up the Company or reducing its share capital or any share premium account or capital redemption reserve,in which case, the provisions as to voting contained in paragraph (3)(a) of this Article shall apply, mutatis mutandis, to the holders of the Preference Shares.
- (4) As regards redemption and purchase:
 - (a) The Preference Shares shall be redeemable, subject to any provisions of the applicable law, at any time at the option of the Company and at any time after the second anniversary of their issue at the option of the holder of any Preference Shares. Subject thereto, the Company shall be entitled to give a notice to any holder of

Preference Shares calling for redemption of some or all of that holder's Preference Shares and any holder of Preference Shares shall be entitled to give notice requiring redemption of any Preference Shares. The Company shall ensure that all steps are taken to ensure that redemption payment in respect thereof shall be made within twenty-eight days of the relative certificates (or an indemnity in lieu thereof in a form satisfactory to the Company) being deposited at the registered office of the Company.

- (b) Each of the holders of the Preference Shares shall be bound to deliver to the Company at its registered office the certificates for such of the Preference Shares as are held by him (or an indemnity in lieu thereof in a form satisfactory to the Company) in order that the same may be cancelled.
 - (c) The Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the register of members in respect of such shares) the amount due to him in respect of such redemption.
 - (d) There shall be paid on each Preference Share redeemed the amount of the nominal value paid up thereon.
 - (e) The receipt by the registered holder for the time being of any Preference Share (or in the case of joint registered holders the receipt by any of them) of the moneys payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof.
 - (f) If any holder of Preference Shares whose shares are liable to be redeemed pursuant to the provisions of these Articles shall fail or refuse to deliver up the certificate for his shares the Company may retain the redemption moneys until delivery up of the certificate (or an indemnity in respect of the certificate satisfactory to the Company) and shall within seven days thereafter pay (by cheque despatched at the holder's risk) the redemption moneys to the shareholder. No holder of Preference Shares shall have any claim against the Company for interest on any redemption moneys so retained.
- (5) As to further participation:
- (a) The Preference Shares do not entitle the holders thereof to participate in the profits or assets of the Company beyond such rights as are expressly set out in this Article.
5. (1) Subject to paragraph (4) of this Article the directors shall not without the authority of the company in general meeting allot any of the shares in the capital of the company.
- (2) Where authority has been given to the directors as referred to in paragraph (1) of this Article to allot shares the directors may subject to the terms of such authority and subject to any terms on which any shares are created or issued allot such shares to such persons (including any directors) at such times and generally on such conditions as they think proper provided that no shares shall be issued at a discount contrary to the Act.
- (3) In the foregoing paragraphs of this Article references to allotment of shares shall include references to the grant of any right to subscribe for, or to convert any security into, shares.
- (4) Where authority has been given to the directors as referred to in this Article to grant a right to subscribe for, or to convert any security into, shares the directors may without further authority allot such shares as may require to be allotted pursuant to the exercise of such right.

- (5) Section 89(1) of the Act is hereby excluded.

SHARE RIGHTS

6. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class of shares may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of a bare majority of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class subject, in each case, to a 75% majority being required in the circumstances set out in the Act, but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, save that the necessary quorum shall be two persons at least holding or representing by proxy one third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum and where there is only one person holding shares of that class that sole shareholder shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Variation of rights

7. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto.

Share certificates

8. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company if the company has a seal, or otherwise executed in such manner as may be permitted by the Act".

Lien

9. The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

Calls on shares

10. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

Transfer of shares

11. No transfer of any share may be registered without the approval of a member or members holding a majority in nominal value of the issued shares for the time being conferring the right

to vote at general meetings of the company, and the directors shall be bound to approve a transfer which has such approval.

Transmission of shares

12. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely:
"provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within 90 days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

Proceedings at general meetings

13. In paragraph (b) of Regulation 38 in Table A there shall be inserted after the words: "giving that right", the following words, namely: "(or such lesser percentage as may be permitted by the Act and agreed by the members)".
14. In Regulation 40 in Table A the following words shall be added to the end of the second sentence, namely: "Except where the company is a private company limited by shares or by guarantee and having one member, in which case the quorum shall be one person, being the member or a proxy for the member or a duly authorised representative of a corporation".
15. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum".
16. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.
17. A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held either:
 - (a) if it consists of an instrument executed by or on behalf of each such member; or
 - (b) if it consists of several instruments in the like form each either:
 - (i) executed by or on behalf of one or more of such members; or
 - (ii) sent by or on behalf of one or more of such members by telex or facsimile transmission and deposited or received at the office or received by the secretary.

Appointment of proxy

18. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his

attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the company.

19. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

Alternate directors

20. (1) A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) and deposited or received at the office or received by the secretary or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director.
- (2) Every alternate director shall (subject to his giving to the company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled to sign or, in the case of a telex or facsimile transmission, send on behalf of the director appointing him a resolution in writing of the directors pursuant to Article 28.
- (3) An alternate director shall neither be an officer of the company nor entitled to any remuneration from the company for acting as an alternate director.
- (4) A director may by written notice signed by him or sent by him by telex or facsimile transmission and deposited or received at the office or received by the secretary or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.
- (5) If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

Delegation of directors' powers

21. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely: "*and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors*".

Retirement, appointment and removal of directors

22. (1) A member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company shall have 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 which shall be in writing and shall (except in the case of an appointment or removal by telex or a

facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by the member or members making the same or by their duly authorised attorneys or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the company at the office or being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.

- (2) Without prejudice to paragraph (1) of this Article the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

Disqualification and removal of directors

23. In Regulation 81 in Table A:

- (a) there shall be inserted after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"; and
- (b) paragraph (e) shall be deleted.

Remuneration of directors

24. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any director who serves on any committee, or who devotes special attention to the business of the company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine".

Directors' appointments and interests

25. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the company".

Directors' and employees' gratuities and pensions

26. The directors may:

- (a) establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit-sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company, or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;

- (b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the company, or of any such other company as aforesaid, or of any such persons as aforesaid;
- (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons (including insurance against their negligence or breach of duty to the company) as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the company and to the payment being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

Proceedings of directors

27. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "Every director shall be given not less than 48 hours' notice of every meeting of the directors, such notice to be sent to such address as is notified by him to the company for this purpose or otherwise communicated to him personally. Any director may by notice to the company either before or after the meeting waive his right to receive notice of the meeting and any director who either:

- (a) is present at the commencement of a meeting whether personally or by his alternate director; or
- (b) does not, within seven days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the company that he desires the proceedings at such meeting to be regarded as a nullity,

shall be deemed hereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

28. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely: "For the purpose of determining whether a quorum exists for the transaction of the business of the board of directors:

- (a) in the case of a resolution of directors, who would (if attending a meeting) comprise a quorum, who are in telephonic communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the board of directors duly convened and held;
- (b) in the case of a meeting of the board of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting shall be counted in the quorum and entitled to vote; and
- (c) any person attending a meeting of the board, or in telephonic communication with such a meeting, who is acting as an alternate director for one or more of the directors shall, for the purposes of the quorum, be counted as one for each such person for whom he is acting as an alternate director and, if applicable, also be counted as a director, but not less than two individuals shall constitute a quorum".

29. A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held either:
- (a) if it consists of an instrument executed by or on behalf of each such director or committee member; or
 - (b) if it consists of several instruments in the like form each either:
 - (i) executed by or on behalf of one or more of such directors or committee members; or
 - (ii) sent by or on behalf of one or more of such directors or committee members by telex or facsimile transmission and deposited or received at the office or received by the secretary.
30. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.
31. In Regulation 97 in Table A:
- (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and
 - (b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment, and Regulation 95 shall be construed subject to this provision."

Minutes

32. The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers and alternate directors made by the directors; and
 - (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

The seal

33. In Regulation 101 of Table A, there shall be substituted for the first sentence the following sentence, namely: "The company need not have a seal but if the company does have a seal, the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors".
34. The company is authorised pursuant to Section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

Notices

35. In Regulation 112 of Table A, the final sentence shall be deleted and the following words shall be inserted at the end of the first sentence, namely: "or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to the company for the purpose".
36. In Regulation 115 of Table A, there shall be inserted:
- (a) after the words: "prepaid and posted", the following words, namely: "or that a notice was properly sent by telex or facsimile transmission"; and
 - (b) after the words: "it was posted" the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

Indemnity

37. Subject to the provisions of the Act, every director, other officer or auditor of the company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the company or otherwise in relation thereto.

NAME ADDRESS AND DESCRIPTION OF SUBSCRIBER

Director
for and on behalf of
SERJEANTS' INN NOMINEES LIMITED
Registered Office
21 Holborn Viaduct
London EC1A 2DY

A company limited by shares

Dated 1999

WITNESS to the above signature,

65 Holborn Viaduct
London EC1A 2DY