

THE COMPANIES ACTS 1985 AND 1989

COPY SPECIAL RESOLUTIONS

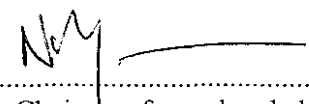
of

BROOMCO (1966) LIMITED

At an extraordinary general meeting of the company held on 12 November 1999 the following resolutions were duly passed as special resolutions:

RESOLUTIONS

1. **THAT** the Memorandum of Association contained in the printed document now produced to the meeting and, for the purposes of identification, signed by the Chairman of the meeting, be and is hereby adopted as the Memorandum of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum of Association of the Company.
2. **THAT** the regulations contained in the printed document now produced to the meeting and, for the purpose of identification, signed by the Chairman of the meeting, be and are hereby adopted as the Articles of Association of the company in substitution for, and to the exclusion of, the existing Articles of Association of the company.


.....
Chairman for and on behalf of
DLA Nominees Limited



Company No 3864158

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BROOMCO (1966) LIMITED

adopted by Special Resolution passed on 12 November 1999

1. The name of the company is Broomco (1966) Limited.
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:
 - 3.1 To undertake and carry on the office or offices and duties of Trustee, custodian Trustee, independent Trustee, executor, administrator, registrar, secretary, liquidator, receiver, committee, attorney or nominee for the purpose of holding administering and dealing with any real or personal property or security or fund of any kind for or on behalf of any government, local authority, corporation, mortgagee, company, person, or other body politic or corporate, partnership (including a body politic or corporate or partnership which is insolvent), scheme, association or trust fund and in particular for or on behalf of any pension, superannuation, life assurance, share participation or profit sharing scheme and for or on behalf of any insolvency practitioner, liquidator, provisional liquidator, receiver, manager or trustee of the estate of a bankrupt; to undertake the management of any business or undertaking or

transaction, and generally to undertake, perform and fulfil any trust or agency business of any kind in any office of trust or confidence.

- 3.2 To hold in trust as Trustees or nominees and to deal with, manage and turn to account, any real or personal property of any kind, of any government, state, corporation, company or body whatsoever whether registered, domiciled or carrying on business in the United Kingdom or in any other part of the world and in particular funds, shares, stocks, securities and obligations (whether fully or partly paid up), debentures, policies, book debts, claims and choses in actions, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in real or personal property, and any claims against such property or against any person or company for the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant, any right or interest in or over or upon any real or personal property of any kind whatsoever including contingent and reversionary rights on any property and to undertake and carry on any business undertaking or transaction and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
- 3.3 To act and perform and to carry out all duties and to exercise all the powers, authorities and discretions of or incidental to or arising out of the trusteeships, powers of attorney or other appointments for the time being held by or vested in the Company.
- 3.4 To accept and undertake any appointment whether as nominee or trustee or as manager of a trust either gratuitously or upon such terms as may from time to time be laid down.
- 3.5 To carry on the trade or business of providing clerical and administrative services.
- 3.6 To enter into any agreement or arrangement with any company, firm or person for the management or administration of the business or undertaking of the Company or its assets or any part thereof or for the exercise or performance of any or all of the duties, powers, authorities or discretions of or incidental to any of the trusteeships, powers of attorney or other appointments for the time being held by or vested in the Company.

- 3.7 To carry on any other business which may seem to be capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
- 3.8 To advance, deposit or lend money, securities and property to or with such persons and on such terms as may seem expedient; to create, make, draw, accept, endorse, execute, issue, discount, buy, sell, negotiate and deal in bills, notes, bills of lading, warrants, coupons, debentures and other negotiable or transferable instruments, and to issue dock and warehouse warrants.
- 3.9 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, brevets d'invention, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- 3.10 To purchase or otherwise acquire and to sell, acquire, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with property and rights of all kinds, and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, and undertakings and claims, privileges and choses in action of all kinds.
- 3.11 To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business.
- 3.12 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock, payable to bearer or otherwise and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- 3.13 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum and also by way of security for the performance of any contracts or obligations of the Company or of its clients or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- 3.14 To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of clients or other persons or corporations having dealings with the Company, or in whose business or undertakings the Company is interested, whether directly or indirectly.
- 3.15 To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform contracts and sub-contracts and negotiate contracts and sub-contracts.
- 3.16 To grant pensions, allowances, gratuities and bonuses to and to make payments for or towards insurance on the life or lives of Directors (which expression shall in this sub-clause include Managing Directors), ex-Directors, officers, ex-officers, employees or ex-employees of the Company or its associated companies or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, society or club, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or such persons as aforesaid or may be connected with any town or place where the Company carries on business, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons as aforesaid, join, participate in, and to subsidise or assist any association of employers or employees or any trade association.
- 3.17 To purchase and maintain insurance cover for Directors (including Managing Directors) and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence default breach of duty or breach of trust.

- 3.18 To remunerate any person, firm or company rendering services to the Company whether by cash payment or otherwise.
- 3.19 To invest and deal with all moneys in the hands of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- 3.20 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 or guaranteed 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.
- 3.21 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 or guaranteed 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, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.22 To amalgamate with or enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- 3.23 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the

payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- 3.24 To purchase or otherwise acquire, takeover and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests or possessed of property suitable for the purposes of the Company.
- 3.25 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- 3.26 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- 3.27 To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- 3.28 To do all such other things as are incidental or conducive to the above objects or any of them.

Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employers' liability insurance, industrial insurance, motor insurance or any business of insurance or re-insurance within the meaning of the Insurance Companies Act, 1958 or any Act amending extending or re-enacting the same.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons whether incorporate or not incorporate, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different

paragraphs of this clause shall, except where otherwise expressed therein, be separate and independent objects of the Company and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The share capital of the company is £1000, divided into 1000 shares of £1 each.

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum and we agree to take the number of shares in the capital of the Company shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
DLA Nominees Limited Fountain Precinct Balm Green Sheffield S1 1RZ	One
DLA Secretarial Services Limited Fountain Precinct Balm Green Sheffield S1 1RZ	One

Dated the of

Witness to the above signatures

Caroline Marshall
Fountain Precinct
Balm Green
Sheffield
S1 1RZ

Company No 3864158

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BROOMCO (1966) LIMITED

adopted by Special Resolution passed on 12 November 1999

PRELIMINARY

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 3, 8, 24, 73 to 80 (inclusive), 87, 94 to 97 (inclusive) and 101 of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person

(whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof.

SHARES

4. Subject to the provisions of these Articles and the Companies Act 1985 the Directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of Section 89 sub-section (1) and Section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.

5.

5.1 In accordance with Section 80 of the Act and subject as hereinafter provided, the directors are hereby authorised during the period of five years from the date of the adoption of these Articles (and the period or periods of any renewal or renewals of that authority pursuant to the said section) generally to exercise the power of the Company to allot relevant securities as defined in that section and to make offers and agreements which would or might require relevant securities (whether before or after expiry of such authority) to be allotted, but so that the authority hereby given shall be limited to allotment of relevant securities to an aggregate maximum amount equal to the authorised share capital of the Company at the date of adoption of these Articles.

5.2 In exercising such authority, and in relation to any allotment to which the said Section 80 does not apply, the directors may allot relevant securities to such persons at such times and generally on such terms and conditions as the directors think proper.

5.3 Nothing in this regulation shall authorise any allotment which would constitute an offence under section 81 or be prohibited under section 100 of the Act.

TRANSFER OF SHARES

6. 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. Notwithstanding anything contained in these articles, the directors shall not decline to

register any transfer of shares, nor may they suspend registration thereof, where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee of such bank or institution, pursuant to the power of sale under such security, and a certificate by any official of any such bank or institution that the shares were so charged and the transfer was so executed, shall, in the absence of manifest error, be conclusive evidence of such facts.

SHARE CERTIFICATES

7. In regulation 6 of Table A the words "every certificate shall be sealed with the seal" shall be deleted and the words "every certificate must either be sealed with the seal of the Company or, if the seal is not used, signed by a director and the secretary of the Company or by two directors of the Company and expressed to be executed by the Company" shall be inserted instead.

PROCEEDINGS AT GENERAL MEETINGS

8. In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".
9. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) thereof shall not apply.

DIRECTORS

10. A Director including an alternate Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
11. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to 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 counted in the quorum when any such contract or arrangement is under consideration.

12. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who travels to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the Directors may determine.
13. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
14. A member or members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and to remove from office any Director howsoever appointed. Every such appointment or removal shall be in writing or signed by or on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.
15. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
16. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.
17. The last sentence of regulation 84 of Table A shall not apply.

DIRECTORS' GRATUITIES AND PENSIONS

18. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or

of any such subsidiary, notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

INFORMATION

19. It shall be the duty of any member of the Company upon request by the Directors to furnish all information in his possession or power (supported if required by the Directors by a statutory declaration) relating to or which in the opinion of the Directors might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof. If a member shall fail to comply with any request by the Directors hereunder to the satisfaction of the Directors within a period of three months from the date of any such request, no dividends declared upon any shares in the Company held by him shall be paid to such member until he shall have so complied, but all such dividends shall in the meantime be retained by the Company without any liability to pay interest thereon.

THE SEAL

20. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed or which is intended to take effect as if executed under the seal and unless otherwise so determined any such instrument may be signed by any Director and by the secretary or by any two Directors.

INSURANCE

21. If the Directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused by reason of the negligence, default, breach of duty or breach of trust by any Director or other officer or auditor.