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Companies Act 1985
PRIVATE COMPANY LIMITED BY SHARES

Company Number 3896620 .

22/02/00

ARTICLES OF ASSOCIATION

-of-

COESLAW 458 LIMITED

(to be renamed HANSCOMB EUROPE LIMITED)

A Subsidiary of Hanscomb International Corp

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Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

Company Number 3896620

ARTICLES OF ASSOCIATION

- of -

COESLAW 458 LIMITED

(to be renamed HANSCOMB EUROPE LIMITED)

1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company and shall be the Articles of Association of the Company save in so far as they are excluded or varied by these Articles.

1.2 In these Articles:-

"Article" means an article contained in these Articles;

"Group Company" means any subsidiary of the Company, and any company of which the Company is a subsidiary (and subsidiary has the meaning set out in section 736 of the Act);

"Parent Company" means Hanscomb International Corp a Delaware Corporation, having its principal place of business at 1175 Peachtree Street NE, Atlanta, Georgia 30309;

"Parent Company Directors" means those directors of the Company from time to time who are also directors of the Parent Company and whom the parent Company has appointed to serve as such by written notice to the Company;

"Regulation" means a regulation in Table A; and

"Section" means a section of the Companies Act 1985, as it may be amended or re-enacted from time to time, ("the Act").

- 1.3 In Regulation 1 "execution" includes both signature under hand and execution under seal.
- 1.4 Regulations 50, 64-69, 73-78, 80, 90, 94-98, and 118 shall not apply to the Company.
- 1.5 Expressions defined in the Act have the same meaning in these Articles.

2. PRIVATE COMPANY

The Company is a private company.

3. SHARES

Authorised Share Capital

- 3.1 At the date of adoption of these Articles, the Company's authorised share capital is £100 made up of 100 ordinary shares of £1 each.
- 3.2 At the date of adoption of these Articles the directors are not authorised under Section 80 to allot the shares, and the rights to shares, which are defined in Section 80 as "relevant securities". Any such authority existing at the date of adoption of these Articles is revoked
- 3.3 If the directors want to issue shares (which term includes the grant of options to acquire any shares), they must first offer the shares to the members of the Company in proportion (as far as possible) to the number of shares currently held by them. The offer shall be made in a notice sent by the directors to the members which gives details of the number of shares offered and giving a deadline before which the members must accept the offer. The deadline must be more than 14 days after the day the notice was sent to the members. After the deadline, the members who have not responded to the offer will be deemed to have refused it.

After the deadline, any shares which have not been accepted by members will be offered to the members who accepted the original offer in proportion to their current shareholding. This offer will be made in the same manner as the original offer.

The members may pass a special resolution so that this Article 3.3 will not apply.

3.4 Any shares which:

3.4.1 have not been accepted by any members after being offered under Article 3.3
or

3.4.2 could not be offered under Article 3.3 without being offered in fractions; or

3.4.3 are not subject to Article 3.3 because a special resolution has been passed
under that Article

may be allotted in accordance with the powers given to the directors by these Articles. However, the directors may not deal with the shares on terms which are more favourable than the terms on which the shares were originally offered to the members.

Effect of Companies Act

3.5 Articles 3.3 and 3.4 are subject to Section 80. Sections 89(1) and 90(1) to (6) (inclusive) shall not apply to the Company.

4. NOTICE OF GENERAL MEETINGS

4.1 Regulation 37 of Table A shall be modified so that the words "eight weeks" are replaced with the words "twenty eight days".

4.2 A notice which calls a general meeting does not need to specify the general nature of the business to be transacted, unless there is special business. All business transacted at an extraordinary general meeting or at an annual general meeting shall be deemed to be special, other than:

4.2.1 declaring a dividend;

4.2.2 consideration of accounts, balance sheets and the reports of the directors and auditors; and

4.2.3 the fixing of the remuneration of the auditors at an annual general meeting.
Regulation 38 shall be altered accordingly

4.3 All notices and other communications relating to a general meeting which a member is entitled to receive shall also be sent to the auditors (if there are any). Notice of any general meeting need not be given to any director in that capacity. Regulation 38 shall be modified accordingly.

5. CONDUCT OF GENERAL MEETINGS

5.1 At a general meeting, votes may be given on a show of hands or on a poll. In either case, votes may be given either personally or by proxy.

5.2 Where the company is a company having only one member, the quorum for general meetings shall be one, Regulation 40 shall be amended accordingly.

5.3 If a quorum is not present within half an hour of the scheduled time for a general meeting, the meeting will be adjourned until the same day of the next week at the same time and place. However, the directors may decide to adjourn the general meeting to another time or place. If, at the adjourned general meeting, a quorum is not present within half an hour of the scheduled time, the meeting shall be dissolved.

5.4 The Chairman shall not be entitled to a casting vote.

5.5 A poll may be demanded by the chairman or by any member (or their proxy) who is present in person and entitled to vote. Regulation 46 shall be modified accordingly.

5.6 The sentence "if a body corporate is a member of the Company then execution of a resolution by a duly authorised director on its behalf will be sufficient." shall be added at the end of Regulation 53.

5.7 If a body corporate is a member of the Company, that body corporate must deposit at the registered office of the Company a copy of any resolution passed by it in accordance with Section 375. Until that is done, any representative of the body

corporate appointed under section 375 may not exercise any power conferred by section 375(2) on behalf of the corporation which he represents.

6. VOTING BY SHAREHOLDERS

6.1 In Regulation 57, the phrase "unless the directors otherwise determine" shall be inserted after the word "shall".

6.2 The deposit of an instrument appointing a proxy will not affect a member's ability to attend and vote at the meeting or at any adjournment of it.

6.3 An instrument appointing a proxy may be sent to the Company by post or by fax. A proxy must be sent not less than one hour before the time specified in the notice convening the meeting or before the time appointed for the taking of a poll. Regulation 62 shall be modified accordingly.

7. APPOINTING AND REMOVING DIRECTORS

7.1 The members may decide the maximum and minimum number of directors by ordinary resolution. If they do not, there will be no maximum and the minimum shall be two.

7.2 The quorum for the transaction of the business of the directors shall be two Parent Company Directors . Regulation 89 shall be altered accordingly.

7.3 The directors do not need to retire by rotation. The final two sentences of Regulation 79 shall not apply to the Company.

7.4 Any director who reaches the age of 65 years shall immediately retire as a director of the Company. Unless the shareholders otherwise resolve by special resolution, no person aged 65 years or over shall be appointed as a director of the Company.

7.5 The Parent Company may remove any director from office or appoint any person to be a director, as long as the appointment does not cause the number of directors to exceed any maximum number of directors. Such a removal or appointment shall be done by the Parent Company giving written notice to the Company at its registered office and to the relevant director at their address as specified in the Company's register of directors. The removal or appointment shall take effect immediately on delivery of the notice in

accordance with the articles or on such later date (if any) as may be specified in the notice.

8. POWERS AND PROCEEDINGS OF DIRECTORS

8.1 A director shall not vote, or be counted in the quorum present, at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-

- 8.1.1 the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any Group Company;
- 8.1.2 the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any Group Company for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by giving of security;
- 8.1.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any Group Company, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any Group Company for subscription, purchase or exchange;
- 8.1.4 the resolution relates in any way to a retirement benefits scheme established or to be established by the Company or any Group Company;
- 8.1.5 his interest or duty arises from any connection with the Parent Company (including, but not limited to, his appointment as a Parent Company Director).

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation

becomes binding on the Company), connected with a director shall be treated as an interest of the director.

8.2 When at any meeting of the directors any decision is to be taken by, or any resolution put to the vote of, the directors, the Parent Company Directors present shall (acting together) be entitled to exercise that number of votes (the “PCD Votes”) which is one vote more than the total number of votes which the directors who are not Parent Company Directors are entitled to exercise PROVIDED THAT:

8.2.1 no Parent Company Director shall be entitled to a vote other than the PCD Votes, and

8.2.2 if, in relation to a particular decision or resolution, the Parent Company Directors are not unanimous, then the PCD Votes shall be cast in accordance with the wishes of the majority of the Parent Company Directors or, if the Parent Company Directors are unable to reach a majority decision, then the matter for decision or resolution shall be referred to the board of directors of the Parent Company, who shall decide how the PCD Votes shall be cast and the meeting of the directors of the Company shall stand adjourned until the decision of the board of directors of the Parent Company is received.

8.3 The directors may exercise all the powers of the Company to pay or provide pensions, annuities, gratuities, superannuation and other allowances and benefits to:-

8.3.1 current and former directors;

8.3.2 current and former employees;

8.3.3 dependents and relatives of current and former directors and employees of the Company or any subsidiary or associated company. The directors are entitled to retain any benefits received by any of them as a result of their exercise of these powers.

8.4 Every director shall receive notice of a meeting, whether or not he is absent from the United Kingdom. In the case of an equality of votes, the chairman shall not have a second or casting vote. Regulation 88 shall be modified accordingly.

- 8.5 A meeting of the board of directors or of a committee may be held by means of video-conference, telephone or similar communications equipment. However, everybody who participates in the meeting must be able to hear each other. Any person participating in a meeting held in this manner shall be deemed to be present in person at the meeting. They will therefore count towards the quorum and be entitled to vote in any resolutions proposed to be passed at the meeting.

9. BORROWING

- 9.1 The directors may exercise all the powers of the Company to:-

- 9.1.1 borrow money without limit as to amount on such terms and in such manner as they think fit;
- 9.1.2 grant any mortgage, charge or standard security over all or any part of its undertaking, property and uncalled capital; and
- 9.1.3 subject (in the case of any security convertible into shares) to Section 80, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. NOTICES

- 10.1 In Regulation 112 the words "or by fax" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a pre-paid envelope". In addition, the last sentence shall be deleted and replaced with: "Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address."
- 10.2 Where notice is communicated by fax then the notice shall be deemed to be given at the time it is correctly transmitted to the person to whom it is addressed.
- 10.3 In Regulation 116, the words "within the United Kingdom" shall be deleted.

11. COMPANY SEAL

- 11.1 A document can only be sealed with the company seal if the directors authorise this. The directors shall decide who will sign any document that the seal is affixed to. If the directors do not decide this then the document will be signed by any director and also by the secretary or another director. Share certificates do not have to be sealed with the seal and Regulation 6 is modified accordingly.
- 11.2 The Company is authorised under Section 39 to have one or more official seals which can be used outside the United Kingdom. The directors may exercise this power.

12. OFFICER'S INDEMNITY

Insofar as the following provisions are not avoided by Section 310 every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or in relation to the proper performance of the duties of his office, including any liability incurred by him in defending any proceedings, either civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 144 or Section 727 in which relief is granted to him by the Court.