

Company Number: 04899473

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

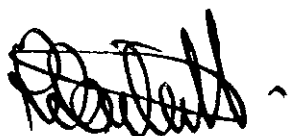
RESOLUTION

OF

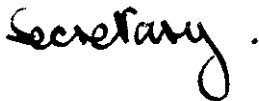
WHEELERS EXPORT LIMITED ("the Company")

On 6th September 2005 the following RESOLUTION IN WRITING (to have effect as a special resolution) was duly passed by the sole member of the Company who was at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to section 381A of the Companies Act 1985 (as amended):

THAT with effect from the passing of this resolution, the regulations attached are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.



Chairman



Company No 04899473

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WHEELERS EXPORT LIMITED

(Adopted by Written Resolution passed on 6th
September 2005)

1 Preliminary

1.1 In these Articles:

"the Act" means the Companies Act 1985 (as amended).

"associated company" means any subsidiary or holding company of the Company or any other subsidiary of the Company's holding company;

"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 and the Companies Act 1985 (Electronic Communications) Order 2000. References to regulations are to regulations in Table A. No form of Table A contained in any earlier enactment shall apply to the Company.

"the Statutes" means the Act 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.

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

1.3 Regulations 24, 38, 65 to 68 inclusive, 69, 73 to 78 inclusive, 101, 116 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. Any words or expressions defined in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these Articles. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

2 Share capital

- 2.1 The share capital of the Company at the date of the adoption of these Articles is £50,000 divided into 50,000 Ordinary Shares of £1 each.
- 2.2 Subject to the provisions of Articles 2.3 and 2.4 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 adoption of these Articles 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.
- 2.3 The maximum nominal amount of share capital which or in respect of which the Directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with this Article shall be £49,999 or such other amount as shall be authorised by the Company in general meeting.
- 2.4 The authority conferred on the Directors by Articles 2.2 and 2.3 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
- 2.5 The provisions of section 89(1) of the Act shall not apply to the Company.

3 General meetings

- 3.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a

person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed:

- 3.1.1 in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote thereat; and
- 3.1.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, or such less percentage, not being less than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and, if the Company has them, to the auditors.

3.2 Regulation 37 shall be modified by:

- 3.2.1 the substitution of the words "seven weeks" for the words "eight weeks"; and
- 3.2.2 the deletion of the second sentence thereof and by the addition at the end of the regulation of the following sentence: "If the Company has only a single member, such member shall be entitled at any time to call a general meeting."

3.3 The following provisions of this Article apply if the Company has only a single member:

- 3.3.1 Regulation 40 shall be modified by the insertion at the end of that regulation of the following proviso: ", provided that if the Company has only a single member, the quorum shall be one such person.";

- 3.3.2 a single member of the Company (or the proxy or authorised representative of a single member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 shall be modified accordingly;
 - 3.3.3 if the single member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision. However, failure to do so shall not affect the validity of such decision;
 - 3.3.4 all other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.
- 3.4 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved. Provided that if the Company has only a single member, the preceding provisions of this regulation as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned."
- 3.5 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of the Company if signed by one of its Directors, its secretary, duly appointed attorney or duly authorised representative. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 3.6 At or before the time a proposed written resolution is supplied to a member for signature, the Directors and the secretary of the Company shall, if the Company has auditors, secure that a copy of the resolution is sent to them, or that they are otherwise notified of its contents.

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

4 Proxies

- 4.1 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

5 Alternate Directors

- 5.1 Any appointment or removal of an alternate Director under Table A shall be delivered at the registered office of the Company.
- 5.2 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 alternate Director shall be deemed to be a Director for the purpose of signing instruments pursuant to Article 11. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
- 5.3 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.

6 Delegation of Directors' powers

- 6.1 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".

7 Rotation of Directors

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

8 Appointment, removal and disqualification of Directors

- 8.1 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 lodgment at the registered office of the Company.

- 8.2 The office of a Director shall be vacated:

- 8.2.1 in any of the events specified in regulation 81; or
- 8.2.2 if he is removed from office under Article 8.1; or
- 8.2.3 if he shall in writing offer to resign and the Directors shall resolve to accept such offer; or
- 8.2.4 if he shall have served upon him a notice in writing signed by all his co-directors (being at least two in number) removing him from office as director, but so that in the case of a managing director or a Director appointed to any other executive office such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Regulation 81 shall be modified accordingly.

- 8.3 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 70, 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 70, 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 70, 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.

9 Remuneration of Directors

- 9.1 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

10 Proceedings of Directors

- 10.1 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.
- 10.2 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.
- 10.3 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 therefor. 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. Regulations 94 to 98 shall be modified accordingly.

11 The seal

11.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the 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 seal.

11.2 If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

12 Notices

12.1 Every Director of the Company and every alternate 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.

12.2 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 modified accordingly.

- 12.3 In the first sentence of 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”.

13 Indemnity

- 13.1 Subject to the Statutes, the Company shall indemnify every Director or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in carrying out his duties or exercising his powers as an officer of the Company, including any liability incurred by him in defending any proceedings, whether civil or criminal, brought against him in relation to his duties, powers or office PROVIDED that the Company shall not indemnify any Director against any liability:

13.1.1 to the Company or to any of its associated companies;

13.1.2 to pay any fine imposed in criminal proceedings or any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or

13.1.3 incurred by him:

- (i) in defending any criminal proceedings in which he is convicted; or
- (ii) in defending any civil proceedings brought by the Company or any of its associated companies in which judgment is given against him; or
- (iii) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company in which the Court refuses to grant him relief,

in each case where the conviction, judgment or refusal by the Court is final, ie the period for bringing an appeal (or any further appeal) has ended and any appeal brought has determined, been abandoned or has otherwise ceased to have effect.

- 13.2 This article is without prejudice to any other indemnity to which a Director may be entitled.

14 Overriding provisions

14.1 Whenever Easco Limited ("**Parent Company**"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued ordinary shares of the Company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these articles:

14.1.1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a managing director or a director appointed to any other executive office his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

14.1.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

14.1.3 any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire whether the powers of the Directors have been in any way restricted hereunder or whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party has at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.