

KELLEN ACQUISITIONS LIMITED**(the Company)****SOLE MEMBER'S WRITTEN RESOLUTION**

In accordance with section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

1. **THAT** the regulations (in the form of the print attached to this written resolution) be adopted with immediate effect as the new articles of association of the Company (the *New Articles*) to replace in their entirety the existing articles of association of the Company;

2. **THAT** the authorised share capital of the Company be increased from £1000 to £130,000,000 by the creation of 99,000 additional ordinary shares of £1 each ranking equally in all respects with the existing ordinary shares of £1 each in the capital of the Company and 129,900,000 preference shares of £1 each, having the rights set out in the New Articles to be adopted pursuant to resolution 1 above;

3. **THAT** the memorandum of association of the Company be altered with immediate effect with respect to the statement of its objects by deleting the existing clause 3 and replacing it with the following clauses 3 and 4:

"3. *The objects for which the Company is established are:*

(a) *To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the board of directors directly or indirectly to advance the interests of the Company.*

(b) *To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem to the board of directors desirable for the purpose of the Company's affairs.*

(c) *To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.*

(d) *To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.*

(e) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the board of directors directly or indirectly to advance the interests of the Company.

(f) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.

(g) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co operation, joint venture or otherwise) with other persons or companies as may seem to the board of directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.

(h) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the board of directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

(i) To sell, lease, dispose of, grant rights over or otherwise deal with the whole or any part of the undertaking, property or assets of the Company on such terms as the board of directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.

(j) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the board of directors thinks fit.

(k) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue on such terms as the board of directors may decide.

(l) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.

(m) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the board of directors thinks fit.

(n) To raise or borrow money in such manner as the board of directors thinks fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and on such terms and conditions as the board of directors thinks fit.

(o) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company, in such circumstances and on such terms and conditions as the board of directors thinks fit.

(p) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

(q) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it seems to the board of directors to be in the interests of the Company or its members to contribute to or support.

(r) To do all or any of the things stated in this clause 3 in any part of the world whether as principal, agent or trustee or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.

(s) To do all such other things as the board of directors considers will further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this clause 3.

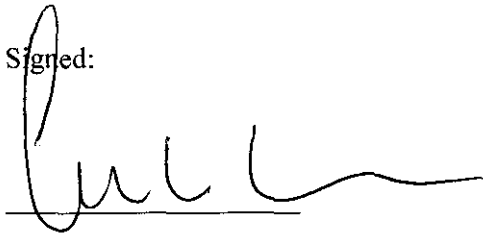
4. The objects stated in each part of clause 3 shall not be restrictively construed but shall be given the widest interpretation. In clause 3, the word "company" shall be deemed, except where used to refer to the Company, to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the sub-clauses of clause 3, or the objects stated in clause 3, or the powers conferred by clause 3 shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-clause of clause 3, or any other object stated in clause 3 or any other power conferred by clause 3.

4. THAT in place of all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant

securities (within the meaning of section 80) up to an aggregate nominal amount of £130,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five (5) years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

5. **THAT** subject to the passing of the resolution numbered 4 and in place of all existing powers the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the *Act*) to allot equity securities (within the meaning of section 94 of the Act) for cash, pursuant to the authority in the resolution numbered 5 (the *authority*), as if section 89(1) of the Act did not apply to the allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

Signed:



Duly authorised representative of
Kellen Investments Limited

Dated: 7 April 2005

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

Kellen Acquisitions Limited

(the "Company")

PRELIMINARY

Table A

1. Subject as otherwise provided in these articles the regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985/1052) and Schedule 1 to the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373) ("Table A") shall constitute the regulations of the Company. In the case of any inconsistency between these articles and the regulations of Table A, the provisions of these articles shall prevail.

2. Regulations 8, 24, 40, 46, 50, 57, 64 to 69 (inclusive), 73 to 78 (inclusive), 80, 81, 84, 87 to 89 (inclusive), 94, 95, 97, 101, 112, 115 and 118 of Table A shall not apply to the Company.

Interpretation

3. Words and expressions defined in regulation 1 of Table A have the same meaning when used in these articles. In these articles and in Table A words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine, and words importing persons shall include bodies corporate and unincorporated associations. Headings to these articles are inserted for convenience only and shall not affect the construction or interpretation of these articles.

SHARE CAPITAL

Authorised Share Capital

4. The authorised share capital of the Company at the date of the adoption of these articles is £130,000,000 divided into 100,000 ordinary shares of £1 each ("Ordinary Shares") and 129,900,000 preference shares of £1 each ("Preference Shares").

SHARES

Rights attaching to Shares

5. The respective rights attaching to the Ordinary Shares and Preference Shares shall be as follows:

(a) As regards income:

- (i) In respect of any financial year of the Company the profits of the Company for the time being available for distribution shall be applied in paying to the holders of the Preference Shares (in priority to the payment of any dividend to the holders of the Ordinary Shares) a fixed cumulative cash dividend (the "Preference Dividend") at the rate (exclusive of any associated tax credit) of eleven pence (11p) per one pound (£1) paid up on the nominal amount of each Preference Share (for the avoidance of doubt, excluding any premium) per annum and as regards any Preference Share not fully paid throughout the period in respect of which the dividend is paid such dividend shall be apportioned and paid pro rata according to the sum paid on the nominal amount thereof (for the avoidance of doubt, excluding any premium) during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this article no sum paid on a share in advance of a call shall be treated as paid on the share.
- (ii) The Preference Dividend on each Preference Share shall accrue from day to day from (and inclusive of) the date of issue of such Preference Share to (and inclusive of) the date on which such Preference Share is redeemed and shall become payable and be paid half-yearly on 31 March and 30 September in every year, the first such payment to be made on 30 September 2005 and to be in respect of the period from (and inclusive of) the date of issue of the Preference Shares up to (and inclusive of) 30 September 2005. The holders of Preference Shares shall not (in that capacity) be entitled to any other right of participation in the profits of the Company.
- (iii) Each Preference Dividend shall become due and payable on the respective dates referred to ipso facto and without any recommendation or resolution of the directors or the Company in general meeting (and notwithstanding anything to the contrary contained in these articles). Each payment of any such dividend shall be accompanied by a certificate for the related tax credit (if any).
- (iv) The Company shall (insofar as it is able to do so) procure that the profits of any other Group Company for the time being available for distribution shall be paid to it by way of dividend if and to the extent that, but for such payment, the Company would not itself otherwise have sufficient profits available for distribution to pay in full any Preference Dividend.
- (v) If the Company is not lawfully able to pay any Preference Dividend in full on the due date for payment of the same then it shall on such date pay the same

to the extent that it is then lawfully able so to do and, without prejudice to the respective rights of the holders of the Preference Shares, any amount not then so paid shall be paid so soon thereafter as the Company is lawfully able to pay the same.

- (vi) If any Preference Dividend is (for whatever reason) not paid in full on the due date for payment of the same (an "Unpaid Preference Dividend") then the amount of the Preference Dividend falling due for payment on the first 31 March or 30 September next following shall be increased by a sum equivalent to 11 per cent per annum on the amount of that part of the Unpaid Preference Dividend as remains unpaid from time to time accruing on a daily basis from (but exclusive of) the due date of payment of the Unpaid Preference Dividend and ending on (and inclusive of) the earlier of (i) the date on which the full amount of the Unpaid Preference Dividend is paid and (ii) the first 31 March or 30 September next following the due date of payment of the Unpaid Preference Dividend.
 - (vii) For the avoidance of doubt, if any Preference Dividend as increased by the foregoing provisions of this paragraph shall not be paid in full on the due date for payment, the foregoing provisions of the paragraph (f) shall also apply in relation to each such increased Preference Dividend.
 - (viii) The Company may not distribute any profits in respect of any financial year unless and until the Preference Dividends in respect of such year and, in addition, any arrears of the same have been paid in full; subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the Ordinary Shares.
 - (ix) Subject to the foregoing provisions of this article, any profits which the Company may determine to distribute in respect of any financial year shall belong to and be distributed amongst the holders of the Ordinary Shares according to the amounts paid up or credited as paid up on the nominal amount thereof.
- (b) As regards capital:
- (i) On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied:
 - (A) first in paying to the holders of the Preference Shares a sum equal to all arrears and/or accruals of Preference Dividends thereon to be calculated down to the payment date (and to be payable irrespective of whether or not such dividend has been earned or declared);
 - (B) second in repaying to the holders of the Preference Shares the amounts paid on the nominal amount thereof; and

- (C) subject thereto, the balance (if any) of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares according to the amounts paid on the nominal amount thereof.

(c) As regards voting:

- (i) Ordinary Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company.
- (ii) On a show of hands every holder of an Ordinary Share who is present in person or by proxy (or being a corporation is present by a representative) shall have one vote, and on a poll every holder of an Ordinary Share who is present in person or by a proxy (or being a corporation is present by a representative) shall have one vote for every Ordinary Share.
- (iii) Preference Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend and speak at all general meetings of the Company but shall not confer any right (in that capacity) to vote thereat.

Variation of rights

6. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act, be varied or abrogated (i) in such manner (if any) as may be provided by those rights; (ii) either with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of the class; or (iii) with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class (but not otherwise) and may be so varied or abrogated whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate general meeting all the provisions of these articles relating to general meetings of the Company and to the proceedings at such general meetings shall with necessary modifications apply, except that:

- (a) the necessary quorum shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class (but so that if at any adjourned meeting a quorum as defined above is not present, any one holder of any shares of the class present in person or by proxy shall be a quorum);
- (b) the shares of the class in question shall carry the right to vote at such meeting notwithstanding that such shares would not entitle the holders of such shares to vote at a general meeting of the Company; and
- (c) any holder of shares of the class present in person or by proxy may demand a poll and every such holder shall on a poll have one vote for every share of the class held by him.

7. The preceding article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights of which are to be varied.

8. The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue of that class of shares, be deemed to be varied:

- (a) by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects equally with such shares but in no respect in priority to such shares; or
- (b) by the purchase by the Company of any of its own shares in accordance with the Act.

Authority to allot

9. Subject to the provisions of the Act regarding pre-emption rights, the provisions of Table A and to the provisions of these articles, the directors are generally and unconditionally authorised to exercise any power of the Company to offer, allot or grant rights to subscribe for or convert securities into or otherwise dispose of any shares (or interests in shares) in the Company, or any other relevant securities, up to the authorised share capital of the Company as at the date of adoption of these articles, to such persons, at such times and generally on such terms and conditions as the directors think proper provided that such authority shall only apply insofar as the Company in general meeting shall not have varied, renewed or revoked the same and provided that such authority may only be exercised within five years commencing upon the date of the adoption of these articles.

10. Any offer or agreement in respect of relevant securities, which is made by the Company prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the directors may at any time allot any relevant securities in pursuance of such offer or agreement.

11. The authority conferred upon the directors to allot relevant securities may at any time, by ordinary resolution of the Company in general meeting, be revoked, varied or renewed (whether or not it has been previously renewed under these articles) for a further period not exceeding five years.

12. Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one-quarter of their nominal capital and the whole of any premium.

RENOUNCEABLE ALLOTMENT LETTERS

13. Where any renounceable allotment letters or other renounceable documents are issued by the Company in respect of the issue or offer of any shares, the directors may at their discretion impose such restrictions as they may think fit upon the right of any allottee or other person to whom the offer is made to renounce the shares so allotted or offered.

TRANSFER OF SHARES

Limited power of refusal

14. The directors shall not refuse to register any transfer of any shares or interest in shares other than in the following circumstances, in which circumstances, the directors shall refuse to register such a transfer.

- (a) the instrument of transfer:
 - (i) is in respect of more than one class of share;
 - (ii) is not lodged at the registered office of the Company or such other place as the directors may appoint; or
 - (iii) is not accompanied by the relevant share certificate(s) and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);
 - (iv) is in favour of more than four transferees; or
- (b) the transfer is in favour of a person referred to in Article 10; or
- (c) the transfer of shares is in breach of any other provision of these Articles.

15. Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) or where such transfer is effected upon the enforcement of the charge or mortgage in favour of any such bank or institution (or nominee thereof), nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are so charged or mortgaged shall be conclusive evidence of such fact.

Registration of transfers

16. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the register of members of the Company in respect thereof.

Prohibited transfers

17. No shares and no interest in shares shall be transferred to any infant, bankrupt or person of unsound mind and the directors shall refuse to register any such transfer.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

18. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business and also when such business shall be voted upon. Two members so present and entitled to vote shall be a quorum for all purposes.

19. If a quorum is not present at any such adjourned meeting as is referred to in regulation 41 of Table A, then, provided that the member present holds not fewer than 75% in nominal value of the shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held.

20. Any reference to presence at a general meeting or class meeting shall include presence of a member in person or by proxy or (being a corporation) by a duly authorised representative and shall include presence which is deemed in accordance with these articles (and "present" shall be construed accordingly).

Voting and right to demand a poll

21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration by the chairman of the result of the show of hands, demanded in accordance with article 12.2.

22. A poll may be demanded at any general meeting by the chairman or by any member present and entitled to vote at that meeting.

23. If at any general meeting any votes shall be counted which ought not to have been counted, or not be counted which ought to have been counted, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

24. In regulation 54 of Table A the words ",not being himself a member entitled to vote," shall be deleted.

Participation by conference telephone

25. Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

MEMBERS' ASSENT

26. Pursuant to the rights and powers under common law of all members having the right to receive notice of and to attend and vote at general meetings to assent or agree to any matter, such members' assent or agreement to any matter may (without limitation), if written be evidenced by one or more documents (including a telex, facsimile, cable or telegram) each accurately stating the terms of the assent or agreement and signed by or on behalf of or otherwise emanating from one or more of such members. Any such signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised corporate representative.

27. The provisions of article 14 are in addition to and not exclusive of any other rights and powers under common law of all members or any class of members having the right to attend and vote at general meetings to assent or agree to or ratify any matter or to pass any resolution by unanimous written consent; all of which rights and powers may be exercised by the members as an alternative to the unanimous assent or agreement referred to in article 14.

PROXIES

28. An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the chairman of the relevant meeting and regulation 62 of Table A shall be modified accordingly.

29. An instrument appointing a proxy shall be deemed to include authority for the proxy to vote on any amendment of a resolution put to the meeting for which the proxy was appointed in such manner as the proxy sees fit

DIRECTORS

Number

30. Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but shall be not fewer than two.

Eligibility

31. Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

BORROWING POWERS

32. The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any security convertible into shares to section 80 of the Act 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.

DIRECTORS' INTERESTS

Duty to declare Interests

33. A director who is in any way interested in a contract or a proposed contract with the Company (whether directly or indirectly) must declare the nature of his interest at any meeting of the directors or of a committee of the directors at which such contract or proposed contract is to be discussed, or otherwise by notice to the directors in accordance with the provisions of the Act. Having made such disclosure a director shall be entitled to vote at a meeting of directors or of a committee of the directors in respect of such contract or proposed contract in which he is interested and shall also be counted in reckoning whether a quorum is present or deemed to be present at the meeting of the directors or, if relevant, the committee of the directors.

Remuneration

34. A director may, notwithstanding his office, hold and be remunerated in respect of any office or place of profit held in the Company provided that he has previously complied with all requirements of the Act relating to disclosure of interests, and he or any firm, company, or other body in which he has an interest may act in a professional capacity for the Company and be remunerated for such work and shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulation 85 of Table A shall be modified accordingly.

Nature of interests and general notices

35. For the purposes of regulation 85 of Table A (as modified by articles 21 and 22) a director shall be considered to be interested in any contract, transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of section 317 of the Act. In the case of any transaction or arrangement with the Company in which the director is interested, a general notice given by a director and which otherwise complies with regulation 86(a) of Table A shall not be a disclosure as provided in that regulation unless it relates to a specified company or firm or other body in which he is interested or to a specified person who is connected with the director within the meaning of section 346 of the Act. Regulation 86 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

36. The office of a director shall be vacated immediately:
- (a) If (not being precluded from so doing by the terms of any contract with the Company) by notice to the Company he resigns the office of director; or
 - (b) If he is or becomes bankrupt or insolvent or enters into any arrangement with his creditors; or
 - (c) If he is or becomes incapable by reason of illness, injury or mental disorder of exercising his functions as a director properly; or

- (d) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
- (e) If he is prohibited from being a director by an order made under the Company Directors Disqualification Act 1986 or otherwise by law.

ROTATION OF DIRECTORS

37. The directors shall not be liable to retirement by rotation and accordingly the second and third sentences in regulation 79 of Table A shall not apply to the Company nor shall any other references to retirement by rotation in Table A.

MEMBERS' APPOINTMENTS

38. A member or members having the right to attend and vote at any general meeting of the Company and holding a majority in nominal value of the shares giving that right may from time to time by notice to the Company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the Company and not only of such member or members. Any such notice may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from such member or members. Any such signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised corporate representative.

PROCEEDINGS OF DIRECTORS

Regulation of meetings

39. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

Calling and notice of meetings

40. A director may, and the secretary on the requisition of a director shall, at any time call a meeting of the directors. Notice of every meeting of the directors shall be given to every director, but the non-receipt of notice by any director shall not invalidate the proceedings at any meeting of the directors. Any director may waive his entitlement to notice of any meeting and such waiver may be prospective or retrospective.

41. A director absent or intending to be absent from the United Kingdom shall be entitled to request that notices of meeting of the directors (or any committee of the board) be sent to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no such request is made to the directors, it shall not be necessary to give notice of a meeting to a director who is for the time being absent from the United Kingdom.

Quorum

42. The quorum necessary for the transaction of the business of the directors shall be two.

Voting

43. Questions arising at a meeting shall be decided by a majority of votes. The chairman shall not have a second or casting vote at meetings of the board.

Participation by conference telephone

44. Any director may participate in a meeting of directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

Committees

45. Any meetings of a committee appointed under regulation 72 of Table A shall be governed mutatis mutandis by articles 27 to 32 (inclusive) of these articles.

SECRETARY

46. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The directors may from time to time by resolution appoint one or more joint, assistant or deputy secretaries to exercise the function of the secretary. Regulation 99 of Table A shall be modified accordingly.

MANAGING OR EXECUTIVE DIRECTORS

Appointment

47. The directors may from time to time appoint one or more of their number to an executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as they think fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A director so appointed to an executive office shall (without being entitled to make any claim for damages for breach of any contract of service or claim for compensation between him and the Company) ipso facto cease to hold that office (unless otherwise agreed between himself and the Company), if he ceases from any cause to be a director.

Remuneration

48. The managing director, manager or other executive officer as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or otherwise (either in addition to or in lieu of his remuneration as a director) as the directors may from time to time determine.

Delegation of powers

49. The directors may entrust to and confer upon a managing director, manager or other executive officer as aforesaid any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time withdraw, alter or vary all or any of such powers.

ALTERNATE DIRECTORS

Appointment, removal and cessation

50. Any director may at any time appoint another director or any other person to be his alternate director and may at any time terminate such appointment. Any such appointment or removal shall be by notice from the director to the Company.

51. Any person appointed as an alternate director shall vacate his office as such alternate director if and when the director by whom he has been appointed vacates his office as director otherwise than by retirement and re-election at the same meeting and upon the happening of any event which, if he were a director would cause him to vacate such office.

Powers and notices

52. An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the directors and shall be entitled to attend and vote as a director, and to be counted in a quorum at, any such meeting at which the director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply mutatis mutandis as if he were a director. If an alternate director is himself a director, he shall be entitled in such circumstances as aforesaid to exercise the vote of the director for whom he is an alternate in addition to his own vote. If an alternate director's appointor does not sign the same the alternate director's signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. The foregoing provisions of this article 38 shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member.

Interests

53. Any alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements and 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 to the Company from time to time direct.

PENSIONS AND ALLOWANCES

54. The directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances

and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and establish, subsidise and subscribe to any institutions, associations, societies, 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, and to make payments for or towards the insurance of any such persons as aforesaid, subject always, if so required by law, to particulars with respect to the proposed payment being approved by the Company, and a director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

DIVIDENDS

55. Any dividend or interim dividend may be paid by the Company in whole or in part by the distribution of specific assets provided that the directors shall have directed that such dividend shall be so paid. Where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient and in particular may issue fractional certificates (or ignore fractions); may fix the value for distribution of such specific assets or any part of such specific assets; may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to adjust the rights of all parties; and may vest any such specific assets in trustees on trust for the persons entitled to the dividend as may seem expedient to the directors. Regulation 105 of Table A shall not apply.

THE SEAL

56. The seal (which means the common seal of the Company and includes any official seal kept by the Company by virtue of section 39 or 40 of the Companies Act 1985) shall only be used by the authority of a resolution of the board. The board may determine who shall sign any instrument executed under the seal. If they do not, it shall be signed by at least one director and the secretary or by at least two directors. Any instrument may be executed under the seal by impressing the seal by mechanical means or by printing the seal or a facsimile of it on the instrument or by applying the seal or a facsimile of it by any other means to the instrument. An instrument executed, with the authority of a resolution of the board, by a director and the secretary or by two directors and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. The Company may dispense with the need for a company seal insofar as permitted by the Act.

57. The board may by resolution determine either generally or in any particular case that any certificate for shares or debentures or representing any other form of security may have any signature affixed to it by some mechanical or electronic means, or printed on it or, in the case of a certificate executed under the seal, need not bear any signature.

58. The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad.

NOTICE

Form of notice

59. Any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the directors need not be in writing. Any notice to be given under these articles may be delivered personally or sent by first class post (airmail if overseas) or by telex or facsimile.

Address for service

60. The address for service of any notice shall be as follows:

in the case of a member or his legal personal representative or trustee in bankruptcy:	such member's address as shown in the register of members of the Company;
in the case of a director:	his last known address or at the address notified by him to the Company for that purpose;
in the case of a meeting of directors:	the place of the meeting;
in the case of the Company:	its registered office;
in the case of any other person:	to his last known address.

Service

61. Any such notice shall be deemed to have been served and be effective:

- (a) if delivered personally, at the time of delivery;
- (b) if posted, on receipt or at the expiry of two Business Days (or in the case of airmail four Business Days) after it was posted, whichever occurs first;
- (c) if sent by telex or facsimile, at the time of transmission (if sent during Business Hours) or (if not sent during Business Hours) at the beginning of Business Hours next following the time of transmission; and
- (d) if sent by cable or telegram, at the time of delivery.

62. For the purposes of this article 47, "Business Day" means any day other than a Saturday, Sunday or any day which is a public holiday in the place to which the notice in question is sent and "Business Hours" means the hours of 09.00 to 17.30 on a Business Day in the place to which the notice in question is sent.

63. In proving such service it shall be sufficient to prove that personal delivery was made, or that such notice was properly addressed stamped and posted or in the case of a telex that the intended recipient's answerback code is shown on the copy retained by the sender at the beginning and end of the message or in the case of a facsimile that an activity or other report from the sender's facsimile machine can be produced in respect of the notice showing the recipient's facsimile number and the number of pages transmitted.

64. In the case of joint holders of a share all notices shall be given to the joint holder whose name stands first in the register of members of the Company in respect of the joint holding. Notice so given shall constitute notice to all the joint holders.

WINDING UP

65. In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

INDEMNITY

Indemnity

66. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under sections 144 or 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

Insurance

67. The directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the Company insurance against any liability referred to in section 310(1) of the Act.