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***Aldus (U.K.) Limited***

***Special and Ordinary Resolutions***

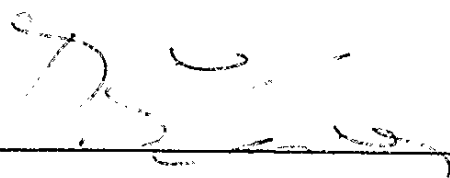
The following Resolutions were passed at an Extraordinary General Meeting of the Company held at Craigcrook Castle, Craigcrook Road, Edinburgh on 1st October 1987.

**Special Resolutions**

1. That the name of the company be changed to Alous Europe Limited.
2. That the Articles appended to this minute and initialed for the purposes of identification by the Chairman of the meeting be substituted for and in place of the existing Articles of Association.

**Ordinary Resolutions**

3. That the share capital of the company be increased from £100,000 to £500,000 by the creation of 400,000 new voting shares of £1 each. The existing non-voting shares of £1 each to be converted into voting shares of the same value. In all respects the shares will rank parri passu with each other.

  
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Chairman

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THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

ALDUS EUROPE LIMITED  
(as adopted by Written Resolution dated 1987)

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PRELIMINARY

1. (A) The Regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as that Schedule was in force on the date of adoption of these Articles (hereinafter called "Table A") shall apply to the Company save to the extent that they are excluded by or are inconsistent with any of these Articles.  
(B) Regulations 5, 8, 46, 54, 64, 66 to 69 inclusive, 73 to 80 inclusive, 81, 82, 83, 87, 88, 94 to 98 inclusive, 101 and 118 of Table A shall not apply to the Company.

INTERPRETATION

2. Regulation 1 of Table A shall apply to these Articles as it applies to the Regulations in Table A.

SHARE CAPITAL

10.1.1987  
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SHARE CAPITAL

3. The authorised share capital of the Company at the date of adoption of these Articles is £500,000 divided into 500,000 shares of £1 each.
4. The Company shall be entitled, but shall not be bound, to accept and, in case of acceptance, shall be entitled to record in such manner as it may think fit notices of any trusts in respect of any of the shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were absolute owners thereof. For the purpose of this Article 'trust' includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are hereinafter mentioned.

LIEN

5. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share and, in the case of a share standing registered in the name of a single person, for all moneys presently payable by that person or his estate to the Company. The Directors may at any time declare any share to be wholly/



wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of that share, whether by way of dividend or otherwise.

#### PROCEEDINGS AT GENERAL MEETINGS

6. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration, of the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded by any member present in person or by proxy.

#### VOTES OF MEMBERS

7. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll he shall have one vote for every share of which he is the holder.

#### NUMBER OF DIRECTORS

8. Unless otherwise determined by ordinary resolution, the number of directors (other than Alternate Directors) shall not be subject to any maximum but shall not be less than two; provided that if at any time there is only one Director, or if the number of Directors falls below that determined by ordinary resolution to be the minimum number, that Director, or that number of Directors, may act for the purposes of convening a general meeting/

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meeting of the Company and of appointing a person who is willing to act to be a Director. The provisions of Article 18 shall apply to any person so appointed.

ALTERNATE DIRECTORS

9. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of committees of Directors of which his appointer is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in his absence.
10. Any appointment or removal of an Alternate Director may be made by letter, cable, telex, telegram or facsimile message or in any other manner approved by the Directors. Any cable, telex, telegram or facsimile message shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
11. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and his appointer.
12. An Alternate Director shall cease to be an Alternate Director if his appointer ceases for any reason to be a Director; but if a Director, having retired or vacated office at a meeting of the Company, is re-appointed or deemed to have been re-appointed at that meeting, any appointment of an Alternate Director made by him/



him which was in force immediately prior to his retirement or vacation of office shall continue after his reappointment.

13. Every person acting as an Alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him.
14. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

15. At each annual general meeting of the Company all the Directors shall retire from office.
16. If the Company, at the meeting at which a Director retires from office, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
17. A Director who retires or vacates office at an annual general meeting shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

18. The office of a Director shall be vacated if:-

(A)/



(A) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

(B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(C) he is, or may be, suffering from mental disorder and either:-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or

(ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(D) he resigns his office by notice to the Company; or

absent without permission of the Directors from meetings.

19. Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. All Directors shall be given notice of meetings. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is an/



an Alternate Director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

PARENT COMPANY

20. Notwithstanding anything contained in these Articles, so long as there is a holding company of the Company within the meaning of Section 736 of the Companies Act 1985 (hereinafter called "the Parent Company") the following provisions shall apply:

- (a) The Parent Company may at any time from time to time appoint any person to be Director or remove from office a Director. Every such appointment or removal shall be in writing and signed by or on behalf of the Parent Company and shall take effect upon receipt at the Registered Office of the Company or by the Secretary; and
- (b) The Parent Company shall determine the remuneration of the Director.

REMUNERATION OF DIRECTORS

21. The remuneration of the Directors shall be determined by the Parent Company in general meeting from time to time. Such remuneration shall be divided among the Directors in accordance with the determination of the Company in general meeting or in default of such determination or agreement, if all the Directors have been in office throughout the year, the remuneration shall be divided equally among them, and if they have not, it shall be divided among them rateably in proportion to the parts of the year/






year during which they have respectively been Directors.

DIRECTORS' EXPENSES

22. The Directors (including Alternate Directors) may be repaid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
23. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who, for the purpose of discharging his duties, travels to or resides in any place other than that in which he usually resides may be paid such extra remuneration (whether by way of lump sum, commission or participation in profits or otherwise) as the Directors may determine.

DIRECTORS' GRATUITIES AND PENSIONS

24. The Directors may grant retirement pensions or annuities or other gratuities or allowances including allowances on death, to any persons or to the widow or dependants of any person in respect of services rendered by him to the Company in any office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a Director of the Company, and the Company may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances/
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allowances in the terms of engagement of any such person.

PROCEEDINGS OF DIRECTORS

25. A Director may vote in respect of any contract or arrangement notwithstanding that he may be interested therein and if he does so he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
26. A resolution of which any Director has signified his approval by letter, cable, telex, telegram or facsimile message shall be as valid and effectual as a resolution in writing signed by that Director.

THE SEAL

27. The Directors shall provide for the safe custody of the Seal of the Company, which shall be affixed to all documents required to be under Seal in the presence of such person or persons and subject to such regulations as the Directors shall from time to time prescribe.

WINDING-UP

28. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively; Provided always that the provisions/



provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY

29. Subject to the provisions of the Act but without prejudice to any indemnity which may otherwise be available, every Director, Managing Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by and out of the assets of the Company against:-

(A) all charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto; and

(B) any liability incurred by him in:-

(i) defending any proceedings, whether civil or criminal, in which judgement is not given against him; or

(ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, breach of duty or breach of trust in relation to the affairs of the Company.

