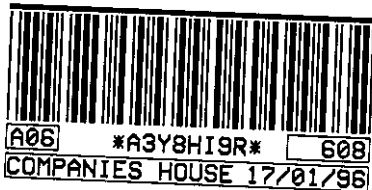


COPY RESOLUTION  
CURTIS HOLT (SOUTHAMPTON) LIMITED

Certified to be a true  
and complete copy of  
the original  
*Encl. for file*



THE COMPANIES ACT 1985

Registered Number: 433740

COPY RESOLUTIONS of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at The Red House Sevenoaks Kent on 5th January 1996


ORDINARY RESOLUTIONS

1. That the capital of the Company which now consists of £10,000 ordinary shares of £1 each all of which have been issued and are fully paid up be altered by the conversion of the 2,500 such ordinary shares of £1 each numbered ~~1~~ 7501 to ~~10,000~~ inclusive into 2,500 6% cumulative voting preference shares of £1 each and that the remaining 7500 ordinary shares be subdivided into 75,000 ordinary shares of 10p each all such shares having the rights referred to in resolution 3 hereinafter appearing
2. That the authorised capital of the Company be increased from £10,000 divided into 75,000 Ordinary shares of 10p each and 2,500 6% cumulative voting preference shares of £1 each to £546,000 divided into 1,260,000 ordinary shares of 10p each and 420,000 6% cumulative voting preference shares of £1 each by the creation of 1,185,000 ordinary shares of 10p each ranking pari passu for all purposes with the existing ordinary shares of 10p each in the capital of the Company and by the creation of 417,500 6% cumulative voting preference shares of £1 each having the rights referred to in resolution 3 hereinafter appearing
3. That the 6% cumulative voting preference shares of £1 each and the ordinary shares of 10p each created under the provisions of resolutions 1 and 2 hereinbefore contained shall confer on their holders the rights set out in Regulation 3 of the Articles of Association referred to in the Special Resolution hereinafter appearing

4. That upon the recommendations of the directors the sum of £510,000 being part of the accumulated revenue reserve be capitalised and appropriated as capital to and among the holders of ordinary shares of 10p each and the holders of 6% cumulative voting preference shares of £1 each in the capital of the Company immediately prior to the passing of this resolution and that for this purpose the directors be authorised and directed to apply such sum in paying up in full 1,125,000 ordinary shares of 10p each and £397,500 6% cumulative voting preference shares of £1 each in the capital of the Company and to allot and distribute such shares credited as fully paid as to the ordinary shares of 10p each to and among the holders of ordinary shares of 10p each at the rate of 15 new shares for every 1 existing share held by them and as to the 6% cumulative voting preference shares of £1 each to and among the holders of 6% cumulative voting preference shares of £1 each at the rate of 159 new shares for every 1 existing share held by them.

#### SPECIAL RESOLUTION

5. That the regulations set forth in the document produced to this meeting and for the purposes of identification signed by the chairman hereof be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles thereof.

X  X  
.....  
Company secretary

Certified to be a true  
and complete copy of  
the original

Certified to be a true  
and complete copy of  
the original

*Knocke & Robert*  
*16/1/96*

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION**

**CURTIS HOLT (SOUTHAMPTON) LIMITED**  
(as adopted by Special Resolution  
passed on 5th January 1996)

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

CURTIS HOLT (SOUTHAMPTON) LIMITED  
(as adopted by Special Resolution passed on 5th January 1996)

PRELIMINARY

1. (a) In the articles of association here set forth as may be amended from time to time (hereinafter called "the articles") the expression "the Act" means the Companies Act 1985, and, for the purpose of the articles, Table A in The Companies (Tables A to F) Regulations 1985 S.I. No. 805 or any alteration or replacement thereof (hereinafter called "Table A"), as statutorily in force on the date when the articles are adopted by the company named above (hereinafter called "the Company"), is deemed to be included in and shall be construed as one with the Act.
- (b) The regulations contained in Table A are adopted by the Company subject to and together with the articles (such regulations and the articles are together hereinafter called "the regulations" and deemed to be comprised within the expression "the regulations" as used in Table A).
- (c) Words and expressions used in the regulations, unless the context otherwise requires, have the same meaning as in the Act.
- (d) Statutory references in the articles shall include, subject as aforesaid, the statute as may be amended, extended or applied by or under any other statutory provision or as re-enacted.
- (e) The articles are deemed to be delivered and completed as a Deed at the same time as adoption of the articles by special resolution of the Company and the members for the time being are deemed to be bound accordingly by the articles and acknowledge the effect under section 14 of the Act as to the memorandum and articles of association of the Company.

PRIVATE COMPANY

2. The Company is a private company and shall not offer any of its shares or debentures, whether for cash or otherwise, to the public or allot or agree to allot 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.

## SHARES

3. (a) The Share Capital of the Company is £546,000 divided into 1,260,000 Ordinary Shares of 10p (hereinafter called "Ordinary Shares") and 420,000 6% Cumulative Voting Preference Shares of £1 each (hereinafter called "6% Preference Shares"). The rights attaching to such Ordinary and Preference Shares are as follows:-

(1) As regards income the profits which the Company may determine to distribute in respect of any financial year or other period shall be applied as follows:-

(i) first in paying to the holders of 6% Preference Shares a dividend at the rate of 6% per centum per annum in priority to any other dividend such dividend to be paid if at all on 30th September in each year or on such other date as the Directors shall determine

(ii) the balance of such profits shall be applied rateably amongst the holders of Ordinary Shares

(2) As regards capital on a return of capital in a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:-

(i) first in paying to holders of 6% Preference Shares the amounts paid up thereon

(ii) the balance remaining thereafter shall be applied rateably amongst the holders of Ordinary Shares

(3) As regards voting the holders of Ordinary shares and 6% Preference Shares shall be entitled equally to vote at all meetings of the Company having one vote for each share of

either class held

(b) Subject to the provisions hereof the Directors are authorised for the purposes of Section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

(1) save as provided in sub-paragraph (2) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of the adoption by the Company of these Regulations as its Articles of Association;

(2) the members in General Meeting may by Ordinary Resolution:-

(i) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or re-state) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;

(ii) revoke or vary any such authority (or renewed authority)

(3) on every occasion when unissued shares are offered for allotment free such numbers of Ordinary Shares and 6% Preference Shares shall be offered as shall result (assuming that all the shares offered are taken up) in the proportions of issued Ordinary Shares and 6% Preference Shares (as fractions of the total issued share capital of the Company) being maintained as they existed immediately prior to such free or bonus issue of shares;

In this Regulation any reference to the allotment of shares

shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right

(c) In accordance with Section 91 of the Act, Sections 89(1) and 90(1) to (6) of the Act are excluded from applying to the Company.

(d) In the event of there being only one member of the Company and that member ceasing for whatever reason to hold all the shares issued for the time being in the capital thereof the company secretary shall register on proof of title thereto the person or persons next entitled to such shares on application in writing thereby subject to stamping any instrument therefor as may be required by law, and in the absence of or in default by the company secretary such person or persons aforesaid may enter the name or names thereof in the register of members

4. The Company may in accordance with and subject to Part V of the Act and all other provisions (if any) in force for the time being therefor;

(a) give financial assistance directly or indirectly for the purpose of acquiring any shares in the Company, or its holding company, or subsidiary company of its holding company, if any;

(b) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof, except that no redeemable shares may be issued at any time when there are no issued shares of the Company which are not redeemable;

(c) purchase its own shares including its own redeemable shares;

(d) make a payment in respect of the redemption or purchase of any of its own fully-paid shares out of the distributable profits of the Company or the proceeds of a fresh issue of shares or, so long as the Company is a private company, out of capital, or, so long as aforesaid, partly out of one and partly out of the other, and as to redemption on such date or dates (to be fixed prior to the issue of such shares) and terms and in such manner as may be determined at any time or times by the directors but so that the amount to be paid on redemption shall be

the paid-up amount thereof plus the net amount of any arrears of dividends thereon

Provided always that any shares purchased or redeemed by the Company shall be treated as cancelled.

5. The certificate or warrant of any security issued or granted by the Company defaced, lost, worn-out or destroyed may be renewed on payment of a fee on such terms as to evidence and indemnity, and the payment of all expenses of the Company of investigating evidence, as the directors shall think fit, and on the return to the Company of any certificate or warrant to be renewed which is defaced or worn-out as the case may be.
6.
  - (a) The directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer or any renunciation of any share whether or not it is a fully-paid share subject as hereinafter mentioned Provided always that the transferee of any fully paid share need not execute whether under seal or under hand the instrument of transfer, and subject hereto Regulations 23 and 24 of Table A are adopted.
  - (b) It shall not be necessary for a person, on becoming entitled to a share in consequence of the death, bankruptcy, insolvency or dissolution of a member being the single member of the Company, to produce evidence to the directors of such entitlement before being registered as the holder of the share, and subject hereto Regulations 30 and 31 of Table A are adopted.
7. The Company, if the directors think fit and subject to such terms and conditions (if any) as to requisition of, or submitting any resolution to, or attending and voting at any meeting and as to any other matter as they may from time to time decide, may:
  - (a) issue under its common seal a warrant with respect to any fully-paid shares stating that the bearer of the warrant is entitled to the shares therein specified, and
  - (b) provide by coupons or otherwise for the payment of future dividends on the shares included in the warrant,

Provided always that the shares specified as aforesaid may be transferred



by delivery of the warrant, the holder of any such warrant may surrender the same at any time for cancellation and thereupon his name shall be entered in the register of members, and the bearer of any share warrant issued by the Company shall be deemed to be a member of the Company subject as aforesaid to the full extent. A new warrant shall not be issued to replace one that has been lost unless the directors are satisfied beyond reasonable doubt that the original has been destroyed.

8. The Company may accept from any member the whole or any part of the amount remaining unpaid on any shares held by that member, although no part of that amount has been called up. The liability of any member in default in respect of a call shall be increased by interest payable at such rate without limit as the directors may determine on any amount called and by the addition of all costs, charges and expenses that may have been incurred by the Company by reason of such non-payment, and subject hereto Regulation 18 of Table A is adopted.

#### MEMBERS

9. Regulation 41 of Table A is adopted with the addition at the end thereof of the words 'and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting or if during the meeting a quorum ceased to be present the member or members present entitled to be counted in a quorum shall be a quorum' subject as hereinafter may be mentioned, and Regulations 56 and 62(a) of Table A are adopted with '24' substituted respectively for '48', and Regulation 37 of Table A is adopted with "28 days" substituted for "eight weeks", and Regulation 54 of Table A is adopted with the addition of the words "on any resolution whatsoever including but without limitation any resolutions as to a voluntary arrangement under part 1 of the Insolvency Act 1986" after the words "on a poll", and the Company may dispense by elective resolution with the holding of annual general meetings.
10. Any resolution may be proposed and passed as special, extraordinary, ordinary or otherwise notwithstanding that the Company has given less than twenty-one or fourteen days' notice thereof, or of the meeting or adjourned meeting at which it is proposed to be passed, as the case may be, if it is so agreed by a majority in number of the members having a right to attend and vote on the resolution together holding not less than 95% (subject to any elective resolution reducing that amount to not less than 90%) in nominal value of the shares giving that right, and subject hereto Regulation 38 of Table A is adopted.

## DIRECTORS

11. The number of the directors may be fixed by the Company, but unless and until so fixed there shall be no maximum number and the minimum number shall be one. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, and in the event of there being only one director in accordance with the regulations he shall be deemed to constitute a quorum and have full authority to exercise all the powers and discretions by the articles expressed to be vested in the directors, and Regulations 64 and 90 of Table A are not adopted, and subject hereto and as hereinafter mentioned Regulation 89 of Table A is adopted.
12. The directors need not retire by rotation. Regulations 73 to 78 of Table A are not adopted, and, subject to the articles, Regulation 79 of Table A except the words 'and shall not be taken into account in determining the directors who are to retire by rotation at the meeting' is adopted. The Company may by ordinary resolution appoint a person who is willing to be a director either to fill a casual vacancy or as an additional director.
13. Each director shall have power from time to time to nominate another director, or any person not being a director approved by the other directors, to act as his alternate, and at his discretion to remove such alternate director, save that a person not being a director who is appointed as an alternate shall not appoint an alternate, and in relation thereto the following provisions shall apply:
  - (a) an alternate director shall be subject to all the terms and conditions existing with reference to the other directors except as to power to appoint an alternate director and remuneration, and, subject to his giving to the Company an address at which notices may be served on him, he shall be entitled to receive notice of all meetings of the directors and shareholders and to attend, speak and vote thereat when his appointor is entitled to be, but is not, present;
  - (b) one person may act as alternate director to more than one director, and while he is so acting he shall be entitled to a separate vote for himself if he is already a director and for each director he is representing;
  - (c) any appointment or removal of an alternate director may be made by letter, facsimile transmission or telex or in any other manner approved

by the directors;

- (d) when a director ceased to be a director any alternate appointment by him shall thereupon cease to be and have any power as a director Provided always that any alternate director shall be deemed to be re-appointed at the meeting when his appointor is re-appointed unless the contrary intention is expressed in writing by his appointor;
  - (e) a director shall not be liable for the acts and defaults of any alternate director appointed by him. An alternate director shall during his appointment be an officer of the Comany and shall not be deemed to be an agent of his appointor;
  - (f) an alternate director shall not be taken into account in reckoning the minimum or maximum number of directors 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;
  - (g) an alternate director shall not be entitled to receive any emoluments from the Company in respect of his position as an alternate director Provided always that the Company may pay all travelling, hotel and other expenses properly incurred by him in attending and returning from meetings of the directors or any committee thereof or general meetings of the Company or in connection with the business of the Company, and Regulations 65 to 69 of Table A are not adopted.
14. (a) Subject to any written agreement between the members, the directors may receive such emoluments (whether by way of fees, salary, commission, participation in profits, or partly in one way and partly in another or otherwise) as shall from time to time be determined by the Company in general meeting, and any managing director may receive such emoluments determined as aforesaid, and Regulation 82 of Table A is adopted as if it applied to all such emoluments as aforesaid, and Regulation 84 of Table A is adopted except the last sentence.
- (b) The directors may retain any benefits received by them or any of them by reason of the exercise of any powers in clause 3 of the memorandum of association, and subject hereto Regulation 87 of Table A is adopted.

- (c) The directors shall be reimbursed by the Company for all expenses properly incurred by them in the discharge of their duties in addition to any expenses payable under Regulation 83 of Table A, and in addition the Company shall repay, as the directors think fit, costs, expenses and disbursements of or in connection with legal advice or without limitation other advice obtained in connection with the affairs of the Company.
- 15.
  - (a) In addition to the power of renewal by ordinary resolution under section 303 of the Act the Company may by extraordinary resolution remove any directors before the expiration of this period of office notwithstanding anything in the regulations or in any agreement between the Company and such director and may by ordinary resolution replace him.
  - (b) Any director appointed by or representing for the time being (subject always to any notice otherwise given in writing to the Company by) any member entitled to attend and cast a majority of votes at a general meeting of the Company shall have one hundred more votes than the total number of votes cast by the other directors on any resolution to convene a general meeting.
- 16. The directors may exercise all the powers of the Company, and without prejudice to the generality hereof shall have power to:
  - (a) borrow without limit and to issue any securities subject to section 80 of the Act and to the articles, and
  - (b) execute under the signature of any two of them or any one of them and the company secretary and deliver any document so as to have the same effect as a deed as in any such case may think fit, and the Company need not have a common seal, and subject hereto Regulations 6 and 101 of Table A are adopted.
- 17. The contemporaneous linking together by telephone of a number of the directors not less than the quorum and the company secretary, wherever in the world they are, shall be deemed to constitute a meeting of the directors so long as the following conditions are met;
  - (a) all the directors for the time being entitled to receive notice of any meeting of the directors (including any alternate for any director) shall

be entitled to notice of any meeting by telephone and to be linked by telephone for the purpose of such meeting. Notice of any such meeting may be given by telephone;

- (b) each of the directors taking part and the company secretary must be able to hear each of the other directors taking part subject as hereinafter mentioned throughout the meeting;
  - (c) at the commencement of the meeting each director must acknowledge his presence to all the other directors taking part;
  - (d) unless he has previously obtained the consent of the chairman of the meeting, a director may not leave the meeting by disconnecting his telephone and shall be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a director's telephone is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone has not been disconnected;
  - (e) a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by the chairman and the company secretary.
18. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout. Provided always that such interest is first disclosed to the directors, and such vote shall be counted and he shall be counted in the quorum present at the meeting when any such contract or arrangement is under consideration, and subject hereto Regulations 85 and 89 of Table A are adopted.
19. The directors shall cause minutes to be made for the purposes of section 382 of the Act, which, together with all registers, records or other information statutorily or otherwise required to be registered or recorded by the Company, may be recorded in bound books or some other means as the directors may determine so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification. Provided always that the directors need not sign their names for the purpose of recording their attendance at any meeting.

20. Subject to section 310 of the Act and whether or not in connection with any application under section 144 or 727 of the Act or otherwise, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses and liabilities, and the directors and other officers shall not be liable for any loss, damage or misfortune which may happen to or be incurred for the Company in the execution of their duties to the Company, and the Company may purchase and maintain insurance against liability relating to the Company in respect of any negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Company for the time being Provided always that the directors shall state the existence of any such insurance in their respect for each financial year, and subject hereto Regulation 118 of Table A is adopted.

## DISTRIBUTIONS

21. Any dividends resolved to be recommended, declared or paid, any sum resolved to be capitalised and the assets of the Company to be divided on a winding up shall be paid or distributed, subject to the articles and the rights attaching to the shares, in proportion to the nominal amount of the shares (whether or not fully paid) held by the members entitled thereto Provided always that if any share is issued on terms that it shall rank for dividend as from a particular date, that shares shall rank for dividend accordingly, Regulation 104 of Table A is not adopted.