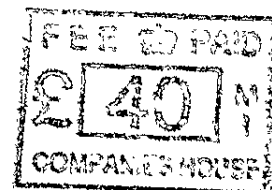


Company Number: 994213



THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

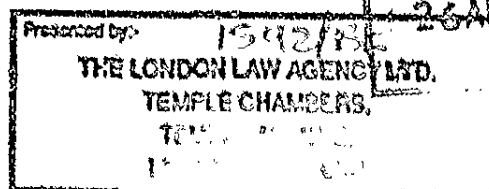
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SPECIAL RESOLUTIONS

of

MARNIC U.K. LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 37 Shooters Hill Road, Blackheath, London SE3 on the 24th day of April 1990 the following SPECIAL RESOLUTIONS were duly passed:-

1. That the authorised share capital of the Company be increased from £100 to £100,000 by the creation of 50,000 Ordinary Non-Voting Shares of £1 each having attached thereto the rights and restrictions as set forth in the Articles of Association proposed to be adopted by resolution 5 below, and 49,900 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Shares in the capital of the Company.
2. That the Directors are generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80 of the said Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the passing of this Resolution; and that this authority shall expire on the fifth anniversary of the date of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting. Save that the Directors may notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
3. That upon the recommendation of the Directors the sum of £50,000 being part of the accumulated capital and revenue reserves available for distribution, be capitalised and appropriated as capital to and among the holders of the Ordinary Shares of £1 each in the capital of the Company as appearing in the Register of Members as at the close of business on the 24th day of April 1990 and that the Directors be authorised and directed to apply such sum in any manner they may think fit.



full 50,000 Ordinary Non-Voting Shares of £1 each in the capital of the Company and to allot and distribute such new shares, credited as fully paid, to and among the holders of the Ordinary Shares at the rate of 500 Ordinary Non-Voting Shares of £1 each for every one Ordinary Share held by them.

4. That the name of the Company be changed to "MARNIC LIMITED".
5. That pursuant to the provisions of Section 43 Companies Act 1985, the Company be re-registered as a public company and

(a) the Company's Memorandum of Association be altered as follows:-

(i) by deleting the existing Clause 1 and substituting therefor the following Clauses to be numbered 1 and 2:

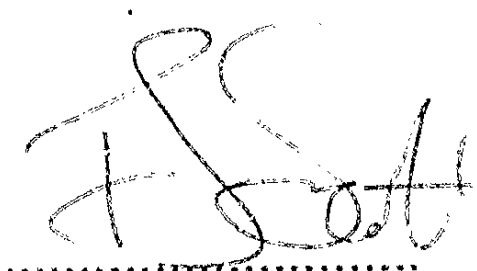
"1. The name of the Company is "MARNIC PLC"

2. The Company is to be a public company."

(ii) by renumbering existing Clauses 2, 3, 4, and 5 as Clauses 3, 4, 5 and 6 respectively.

and the print of the Memorandum of Association of the Company, as so altered, produced to the Meeting, and for the purpose of identification signed by the Chairman thereof, be approved and adopted.

(b) That the Regulations set forth in the printed document produced to this meeting and for the purpose 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 the existing Articles thereof.



.....
Chairman

THE COMPANIES ACTS 1948 to 1967

AND

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MARNIC PLC

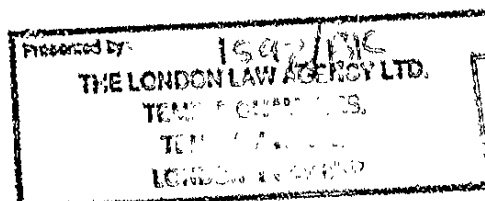
(As altered by Special Resolution dated the 15 day of April 1990)

- 1.* The Name of the Company is "MARNIC PLC".
2. The Company is to be a public company.
3. The Registered Office of the Company will be situate in England.
4. The Objects for which the Company is established are:-

(A) To carry on business as importers, exporters, agents, manufacturers of and wholesale and retail dealers in engineering, machine tools, small tools, scientific and other instruments, tools, equipment and appliances, printing, stationery and paper products of every and any description; to supply, sell, manufacture, construct, repair and deal in plant, machinery, tools, apparatus, appliances, materials and things required for or capable of being used in connection with the above mentioned businesses or any of them or is likely to be required by any of the customers or persons having dealings with the Company and to carry on any other trade or business of a like or similar nature.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

* The name of the Company was changed from "MARNIC PRODUCTS (LONDON) LIMITED" to "MARNIC U.K. LIMITED" on the 20th day of February 1975, and was changed to "MARNIC PLC" on the 15 day of April 1990.



26 APR 1990

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

(G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company or of in which this Company is a member or is otherwise interested.

(I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.

(K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.

(L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except

assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.

(N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.

(O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

(Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concessions or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

(W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

5. The liability of the members is limited.

6.* The share capital of the Company is £100 divided into 100 Shares of £1 each.

* By Special Resolution dated the ~~24th~~ day of April 1990 the authorised share capital of the Company was increased to £100,000 by the creation of 99,900 shares of £1 each.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MARNIC PLC

(Adopted by Special Resolution dated the 24th day of April 1990)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clause 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARE CAPITAL AND SHARES

2. (A) The authorised share capital of the Company is £1,00,000 divided into 50,000 Ordinary Shares of £1 each and 50,000 Ordinary Non-Voting Shares of £1 each. Save as is provided in these Articles the Ordinary Shares and Ordinary Non-Voting Shares shall rank pari passu in all respects.

(B) The Ordinary Non-Voting Shares shall not entitle the holders to receive notice of or attend or vote at any General Meeting of the Company.

(C) (i) The Company may by Ordinary Resolution declare dividends on one class of share and not on the other and may declare differing amounts of dividends on each class of share

(ii) The Directors may pay interim dividends on one class of share and not on the other and may pay differing amounts of interim dividends on each class of share.

3. (A) Subject to sub-Article (B) hereof, all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the

amount of the authorised share capital at the time of adoption of these Articles; and that this authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

(C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(D) The Directors shall be empowered to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Sub-Articles (A), (B) and (C) above as if Section 89(1) of the Act did not apply to the allotment.

(E) No Shares of the Company shall be allotted except as paid up as to at least one quarter of their nominal value and the whole of any premium (if any).

TRANSFER OF SHARES

4. (A) No Share shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(B) The person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same, and such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the Share to any Member of the Company (or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to Membership) at the price so fixed or, at the option of the purchaser, at the fair value to be fixed by the Auditor in accordance with Sub-Article (D) of this Article. The transfer notice may include two or more Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(C) If the Company shall within the period of twenty-eight days after being served with the transfer notice find a Member (or person selected as aforesaid) willing to purchase the Share (hereinafter called "the purchaser") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the Share to the purchaser, who shall be bound to complete the purchase within fourteen days from the service of the last-mentioned notice.

(D) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a Share the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly The Arbitration Acts 1950 to 1979 shall not apply.

(E) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of the Share in favour of the purchaser, who shall thereupon be registered as the Holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the

purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(F) If the Company shall not within the period of twenty-eight days after being served with the transfer notice find a Member (or person selected as aforesaid) willing to purchase the Shares and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Sub-Article (I) hereof, to sell and transfer the Shares, or those not placed, to any person and at any price.

(G) The Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Members (other than the proposing transferor) as nearly as may be in proportion to the existing Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify to the Members that any Member who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have; and if all the Members do not claim their proportions the unclaimed Shares shall be used for satisfying the claims in excess. If any Shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

(H) In the event of the death or bankruptcy of any Member or in the event of any Member who is in the employment of the Company ceasing from any cause to be in such employment, the Directors may at any time within twelve calendar months thereafter request such Member or (in the event of his death or bankruptcy) his legal personal representative or trustee in bankruptcy to serve the Company with a transfer notice in respect of all the Shares registered in the name of such Member, and if default is made in complying with such request for a period of fourteen days the person in default shall at the expiration of the said period be deemed to have served the Company with a transfer notice in accordance with Sub-Article (B) hereof and to have specified therein the amount paid up on the Shares as the fair value.

(I) The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share; and Clause 24 of Table A shall be modified accordingly.

GENERAL MEETINGS

5. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

6. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

7. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words "and 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".

DIRECTORS

8. The minimum number of Directors shall be two and unless and until the Company in General Meeting shall otherwise determine there shall be no maximum number of Directors.

9. If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Permanent Director.

10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and 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.

11. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

INDEMNITY

12. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.