

No. 1082975

THE COMPANIES ACTS 1948 TO 1981

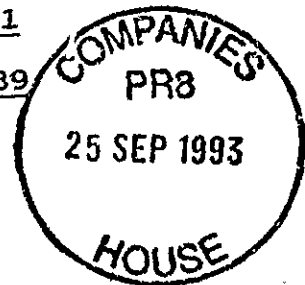
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

BM PLANT LIMITED



At an extraordinary general meeting of the above named Company duly convened and held at 30 Queen Charlotte Street, Bristol BS99 7QQ on 7th September, 1993 the following resolutions were duly proposed and passed as special resolutions -

SPECIAL RESOLUTIONS

1. That the articles of association of the Company be deleted and that the Company adopt new articles of association in the form now produced to the meeting and initialled by the Chairman.

2. That the Company be authorised to enter into the following security documents in favour of Midland Bank plc (the "Bank"), each transaction being in the best interests and for the benefit of the Company:-

2.1 a multilateral guarantee to the Bank of all the liabilities of Halliard Limited and Talbot Diesels Limited without limit;

2.2 a fixed and floating charge;

2.3 legal charges over the Company's properties described as land and buildings on the west side of Wylds Road, Bridgwater and land and buildings at Burnt Ash Road, Quarry Wood Industrial Estate, Maidstone, Kent respectively ;

2.4 deeds of assignment of -

2.4.1 the keyman insurance policy effected by the Company with General Accident on the life of John James Jones, and

2.4.2 the critical illness insurance policy effected by the Company with Zurich Life in respect of John James Jones.

each in the form now produced to the Meeting.

3. That the name of the Company be changed from BM Plant Limited to HM Plant Limited.

.....*[Signature]*.....  
Chairman of the Meeting

Presented by -

Booth & Co., (Ref: RPEB/GME)  
Sovereign House,  
South Parade,  
Leeds LS1 1HQ

Draft 1/IWM/AH/DTR/10.9.93  
File No:- 00000.R02240dB

Company No 1082975

THE COMPANIES ACTS 1948 TO 1967

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

HM PLANT LIMITED \*

(Adopted by Special Resolution  
on 7th September, 1993)



PRELIMINARY AND INTERPRETATION

1. In these articles-

1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

1.2 references to a "regulation" are to a regulation in Table A,

1.3 references to an "article" are to a provision of these articles, and

1.4 words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of

---

\* The Company was incorporated on 21st November 1972 with the name, "Woodend C.I. Plant Sales Ltd". This name was changed on 1st May 1975 to "C. ITOH Plant Sales (UK) Ltd", on 7th October 1980 to "C.H. Beazer (Plant Sales) Ltd", on 20th November 1987 to "Plant Sales (BM) Limited", on 3rd August 1988 to "B.M. Plant Limited" and on 7th September 1993 to "HM Plant Limited".

unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

#### LIEN

4. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

#### TRANSFER OF SHARES

5. The directors may in their absolute discretion, and without giving any reason or so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

#### NOTICE OF GENERAL MEETINGS

6. Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

#### VOTES OF MEMBERS

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

#### DELEGATION OF DIRECTORS POWERS

9. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

10. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised

officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

11. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulation 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

12. Regulation 81(c) shall be amended to read as follows -

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health Act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental Health (Scotland) Act 1960, or he is, or may be, suffering from any other illness or injury and in any such case the directors resolve that he is incapable of properly exercising his functions as a director by reason of that fact."

13. A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

#### GRATUITIES AND PENSIONS

14. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

#### PROCEEDINGS OF DIRECTORS

15. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

16. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, those communications may be treated as a valid meeting of directors at which each such director is present.

#### NOTICES

17. Any notices to be given pursuant to these articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the answerback or transmission report received by the sender.

18. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

#### INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.