

No. 1408064

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

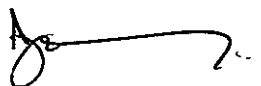
ERCO LIGHTING LIMITED

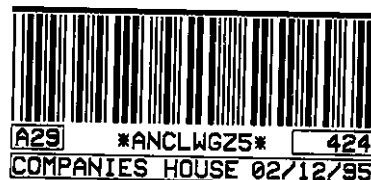
Passed 30 November 1995

At an Extraordinary General Meeting held on 30 November 1995 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the regulations contained in the document signed for identification purposes by a Director be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.


Secretary



This is a true copy of the document referred to in the Special Resolution of Erco Lighting limited passed the 30 November 1995 and signed by a Director for identification.
Company Number: 1408064

Secretary

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ERCO LIGHTING LIMITED

(Adopted by Special Resolution passed on 30 November 1995)

INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context:

"the Act" means the Companies Act 1985 as amended or re-enacted from time to time;

"Table A" means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended.

TABLE A

2. The Regulations contained in Table A shall apply to the Company except insofar as they are excluded by or are inconsistent with these Articles.
3. Regulations 24, 35, 40, 64, 73 to 80 (inclusive) and 118 of Table A shall not apply to the Company.

SHARES

4. Subject to the provisions of Article 5 and to any directions which may be given by the Company in General Meeting, the directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with Article 4 shall be the amount of the authorised but unissued share capital of the Company at the date of the adoption of these Articles or such other amount as shall be authorised by the Company in general meeting.
6. The authority conferred on the directors by Article 4 shall expire on the day preceding the fifth anniversary of the date of the adoption of these Articles.
7. The provisions of Section 89(1) of the Act shall not apply to the Company.

8. Subject to the provisions of the Act, the Company may purchase any of its own shares (including any redeemable shares) and may make a payment in respect of any redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

LIEN

9. The lien conferred by Regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

10. 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.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any general meeting of the Company unless a quorum is present. One person entitled to attend at the meeting present in person or

by proxy or (in the case of a corporation) by a duly authorised representative shall be a quorum.

12. A poll may be demanded at any general meeting by the chairman or by any member entitled to vote and present in person or by proxy or by its duly authorised representative. Regulation 46 of Table A shall be modified accordingly.
13. In the case of joint holders of a share the signature of any one of them shall be sufficient for the purposes of passing resolutions in writing pursuant to Regulation 53 of Table A. A signature on a resolution in writing of one director or the secretary of a corporation that is a member shall likewise be sufficient for the purpose of passing the resolution pursuant to such Regulation 53.
14. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

DIRECTORS

15. Unless and until otherwise determined by ordinary resolution, the minimum number of directors shall be one and there shall be no maximum number. If and so long as there is a sole director, he may exercise all the power and authorities vested in the directors by these Articles. Regulation 89 of Table A shall be modified accordingly.

16. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and subject 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 (including, without prejudice to the generality of the foregoing, any member).
17. A director may vote as a director on any resolutions concerning any contract or arrangement or proposed contract or arrangement in which he or any person with whom he is connected is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be included for the purpose of a quorum at any meeting of the directors at which the same is considered. This Article shall have effect in substitution of Regulations 94 to 98 inclusive of Table A, which Regulations shall not apply to the Company.
18. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
19. The directors may appoint a person who is willing to act to be a director, either to fill a casual vacancy or as an additional director. The Company may by ordinary resolution also appoint any person who is willing to act to be a director, either to fill

a casual vacancy or as an additional director. In Regulation 38 of Table A the words "or a resolution appointing a person as a director" shall be omitted.

20. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time by notice to the Company to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. A director of the Company removed as aforesaid shall be deemed to have vacated the office of director and Regulation 81 of Table A shall be modified accordingly.

Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon being lodged at the registered office of the Company.

ASSOCIATE DIRECTORS

21. The directors may from time to time appoint any person who shall at the time of his appointment be engaged in the service or employment of the Company, to be an Associate Director of the Company, pursuant to the provisions of this Article. An Associate Director shall be subject to the following provisions:-

- (a) An Associate Director shall hold such appointment (subject to the provisions as to removal and vacation of office hereinafter mentioned) for such a period not exceeding 3 years from the date of his appointment as shall be named in the resolution of the Directors appointing him but, at the expiration of his period of office, shall be eligible for reappointment by the Directors.
- (b) An Associate Director shall not be a Director, Shadow Director or officer of the Company for the purposes of the Act and shall not require any share qualification.
- (c) An Associate Director shall for the duration of his appointment be engaged in the service or employment of the Company and, if for any cause he shall cease to be engaged in the service or employment of the Company, he shall ipso facto cease to be an Associate Director.
- (d) An Associate Director may be removed at any time from his appointment by a resolution of the Directors.
- (e) Every Associate Director shall be under the control of the Directors, who may from time to time make such regulations and restrictions as regards his powers and duties and otherwise define and limit the same as they shall think fit, and may at any time withdraw, revoke or vary such regulations and restrictions.

- (f) An Associate Director shall not be entitled to attend any meetings of the Directors unless specifically invited to do so and shall not be entitled to vote at any meeting of the Directors which he is invited to attend.

INDEMNITY

22. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including (without prejudice to the generality of the foregoing) 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 Section 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. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
23. Without prejudice to the provisions of Article 21 the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or who are or were at any time trustees of any pension fund in which any employees of the Company are interested, including (without prejudice to the generality of the foregoing) insurance

against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such pension fund.