

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4669714

The Registrar of Companies for England and Wales hereby certifies that

A & C VALMIC LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Leeds, the 18th February 2003



N046697140



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

A & C Valmic Limited

I, Simon Hardcastle

of 47 Bryan Street, Farsley, Leeds, West Yorkshire, LS28
5JP

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the~~
~~formation of the company~~ person named as director or secretary of the
company in the statement delivered to the Registrar under section 10 of the
Companies Act 1985† and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Walker Morris, Leeds

Day Month Year

On

11/8/02 21/01/03

① Please print name.

before me ①

JAMES RYAN

Signed

[Signature]

Date

18.02.03

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Walker Morris
Kings Court, 12 King Street, Leeds, LS1 2HL

Ref: SJH/HER

Tel 0113 2832500

DX number 12051

DX exchange Leeds 24

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



Package: 'Laserform'
by Laserform International Ltd.

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Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

A & C Valmic Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Rosedale House

Bramley Way, Hellaby

Post town Rotherham

County / Region South Yorkshire

Postcode S66 8QB

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name Walker Morris

Address Kings Court

12 King Street

Post town Leeds

County / Region West Yorkshire

Postcode LS1 2HL

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Walker Morris
Kings Court, 12 King Street, Leeds, LS1 2HL

Ref: SJH/HER

Tel 0113 2832500

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for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



Company Secretary (see notes 1-5)

Company name A & C Valmic Limited

NAME *Style / Title

Mrs

*Honours etc

* Voluntary details

Forename(s) Helen Elizabeth

Surname Ryan

Previous forename(s)

Previous surname(s) Mirfield

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

112 Town Moor Lane

Thurstonland

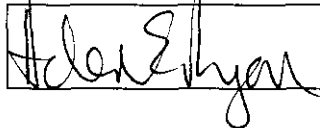
Post town Huddersfield

County / Region West Yorkshire

Postcode HD4 6XF

Country UK

I consent to act as secretary of the company named on page 1

Consent**Date**

18/02/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s) Simon

Surname Hardcastle

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

47 Bryan Street

Farsley

Post town Leeds

County / Region West Yorkshire

Postcode LS28 5JP

Country UK

Day Month Year

Date of birth

0

2

1

0

1

9

7

4

Nationality

British

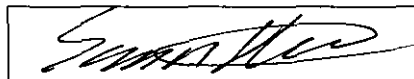
Business occupation

Solicitor

Other directorships

Cumbria Rural Regeneration Company

I consent to act as director of the company named on page 1

Consent signature**Date**

18/02/03

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
Forename(s)		<input type="text"/>			
Surname		<input type="text"/>			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address <input type="checkbox"/>		<input type="text"/>			
		<input type="text"/>			
Post town		<input type="text"/>			
County / Region		<input type="text"/>	Postcode	<input type="text"/>	
Country		<input type="text"/>			
Date of birth		Day <input type="text"/>	Month <input type="text"/>	Year <input type="text"/>	Nationality <input type="text"/>
Business occupation		<input type="text"/>			
Other directorships		<input type="text"/>			
		<input type="text"/>			
I consent to act as director of the company named on page 1					
Consent signature		<input type="text"/>		Date	<input type="text"/>

This section must be signed by*Either*an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

*(i.e those who signed
as members on the
memorandum of
association).*

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

A & C VALMIC LIMITED

- 1 The Company's name is A & C Valmic Limited.
- 2 The Company's registered office is to be situated in England & Wales.
- 3 The Company's objects are:
 - 3.1 To carry on business as a general commercial company.
 - 3.2 To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
 - 3.3 To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company in pursuit of any trade or business carried on by the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - 3.4 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company chooses to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits or for co-operation, or for limiting competition, or for

mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- 3.5 To improve, manage, cultivate, construct, repair, develop, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.6 To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- 3.7 To lend or advance money or give credit to any persons, firms or companies or others having dealings with the Company upon such terms and with or without security and subject to such conditions as may seem desirable and to give guarantees or become security for any such persons, firms, companies or others.
- 3.8 To guarantee support or to secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined in section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking (as defined by Section 258 of the Company Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company or otherwise associated with the Company in business or through shareholdings.
- 3.9 To borrow and raise money in any manner and to secure the repayment of money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard

security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- 3.10 To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warranties, debentures, and other negotiable instruments that may be incidental or conducive to the Company's commercial activity.
- 3.11 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, that may seem conducive to the attainment of the Company's object and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 3.12 To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.
- 3.13 To promote any other company for the purpose of acquiring all or any of the property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.14 To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.
- 3.15 To undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- 3.16 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

- 3.17 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Companies Act 1985 (or any statutory modification or re-enactment thereof) to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise.
- 3.18 To pay out of the funds of the Company all costs and expenses of or incidental to the promotion formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- 3.19 To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto pursuant to the provisions contained in Section 310(3) of the Companies Act 1985.
- 3.20 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any Company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependants of any such persons; to make payments towards life insurance; to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons as aforesaid and of their wives, widows, families and dependants, and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.
- 3.21 To distribute any property of the Company in specie among the members.
- 3.22 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND it is hereby declared that:

3.22.1 None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and

3.22.2 Without prejudice to the generality of sub-clause 3.22, such matters as are hereinbefore set out in sub-clauses 3.2 to 3.21 are deemed to be incidental or conducive to the Company's object; and

3.22.3 The word **Company** in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in any part of the United Kingdom or elsewhere.

4 The liability of the members is limited.

5 The Company's share capital is £1,000 divided into 1000 shares of £1 each.

We, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our name.

Name and address of the subscriber and number of shares taken by the subscriber

Rexmore Group Limited

One

Rosedale House

Bramley Way

Hellaby

Rotherham S66 8QB

South Yorkshire

DATED

18/02/03

Witness to the above signature:

Name

HELEN RYAN

Helen Ryan

Address

Walton Flatts, Leeds

Company number:

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

A & C VALMIC LIMITED

ARTICLES OF ASSOCIATION

Adopted on

1 PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these articles (**Table A**) shall apply to the Company except to the extent that they are excluded or varied by these articles and those regulations (save as so excluded or varied) and these articles shall be the regulations of the Company.

2 INTERPRETATION

In these articles and in Table A the following expressions have the following meanings:

the Act means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;

these articles means these articles of association, whether as originally adopted or as from time to time altered by special resolution;

clear days means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

the directors means the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company;

executed means any mode of execution;

the holder means in relation to shares the member whose name is entered in the register of members as the holder of the shares;

office means the registered office of the Company;

seal means the common seal of the Company (if any);

secretary means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

share means any interest in a share; and

the United Kingdom means Great Britain and Northern Ireland.

Words or expressions contained in these articles and in Table A bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3 SHARE CAPITAL

3.1 The authorised share capital of the Company at the time of incorporation of the Company is £1,000 divided into 1000 ordinary shares of £1 each.

3.2 Subject to any contrary direction given by the Company in general meeting and to the provisions of the Act and of these Articles, the directors are authorised for the purposes of section 80 of the Act to create, allot, deal with or dispose of the shares which are authorised but unissued as at the date of incorporation of the Company to such persons and on such terms as they think fit. The authority given to the directors shall expire five years from the date of adoption of these Articles but the directors may allot or dispose of shares after the expiry in pursuance of an offer or agreement made by the Company before the expiry.

3.3 Regulation 4 of Table A and, in accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

4 TRANSFER OF SHARES

The first sentence in regulation 24 of Table A shall not apply to the Company. The words **They may also** at the beginning of the second sentence of that regulation shall be replaced by the words **The directors may**.

5 GENERAL MEETINGS AND RESOLUTIONS

- 5.1 The words **or a resolution appointing a person a director** and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words **in accordance with section 369(3) of the Act** shall be inserted after the words **if it is so agreed** in that regulation.
- 5.2 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 profit and loss account, balance sheet and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act.
- 5.3 Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 5.4 A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation.
- 5.5 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member, representative or proxy shall have one vote for each share of which he is the holder.
- 5.6 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

6 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 6.1 Regulation 64 in Table A shall not apply to the Company.

- 6.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the number of directors holding office shall be one, the sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.
- 6.3 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- 6.4 A member or members holding a majority of the voting rights in the company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 6.2 above as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the appointment or removal or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the registered office of the Company.
- 6.5 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 6.2 above as the maximum number of directors for the time being in force.
- 6.6 Unless and until otherwise determined by the Company by ordinary resolution either generally or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of seventy and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

7 DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if:

- 7.1 He ceases to be a director by virtue of any provision of the Act of these articles or he becomes prohibited by law from being a director; or
 - 7.2 He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 7.3 He is, or may be, suffering from mental disorder and either:
 - 7.3.1 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 1960; or
 - 7.3.2 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
 - 7.4 He resigns his office by notice to the Company; or
 - 7.5 He shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
 - 7.6 He is removed from office as director pursuant to article 6.2;
- and regulation 81 of Table A shall not apply to the Company.

8 ALTERNATE DIRECTORS

- 8.1 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), 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 appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 in Table A shall not apply to the Company.
- 8.2 A director may appoint any other director or any such other person as is mentioned in regulation 65 of Table A as his alternate and regulation 65 of Table A shall be modified accordingly and such person may represent more than one director. An alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 shall not apply to the Company.
- 8.3 If the appointor of an alternate director is not available the signature of the alternate director to any resolution in writing of the directors shall be as effective as the signature of the appointor.

9 GRATUITIES AND PENSIONS

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its memorandum of association to give and provide pensions, annuities, gratuities or any other benefits to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

10 PROCEEDINGS OF DIRECTORS

10.1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:

10.1.1 May be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

10.1.2 May be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

10.1.3 May or any firm or company of which he is a member or director may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

10.1.4 Shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

10.1.5 Shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of articles 10.1.1 to 10.1.4 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as referred to in this article 10.1.5 his vote shall be counted.

10.2 For the purposes of article 10.1:

10.2.1 A general notice to the directors that a director is to be regarded as having a interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

10.2.2 An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

- 10.2.3 An interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when the Company was incorporated) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director notwithstanding any interest which the alternate director has otherwise.
- 10.3 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.
- 10.4 Any director or member of a committee of the board of directors (including an alternate director) may participate in a meeting of the directors or a committee of the directors by means of conference telephone or similar communications equipment whereby all the persons participating in a meeting can hear each other and any director so participating shall be deemed to be present in person at such meeting and, subject to these articles and the Act, may vote and be counted in the quorum for that meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- 10.5 Regulation 88 of Table A shall be amended by substituting for the sentence: **It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom** the following sentence:
- ‘Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.’

11 NOTICES

- 11.1 Any notice required by these articles to be given by or to the Company may be given by any visible form on paper including facsimile transmission and a notice communicated by such form of immediate transmission shall be deemed to be given at the time it is transmitted to the person or company to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly. In regulation 112 of Table A the words **first class** shall be inserted immediately before the words **post in a prepaid envelope**.

11.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by facsimile transmission proof of the notice having been sent to the correct facsimile number shall be conclusive evidence that the notice was given and shall be deemed to have been given at the time of the receipt by the sender of a transmission report confirming that the notice has been transmitted correctly. Regulation 115 of Table A shall not apply to the Company.

11.3 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled to receive such notice at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

12 THE SEAL

12.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or a second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

12.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

13 INDEMNITY

Subject to the provisions of section 310 of the Act, every director (including an alternate director) or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation to such lawful execution, including 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 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate 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 to such execution. Regulation 118 of Table A shall not apply to the Company.

Name, address, and description of Subscriber

Rexmore Group Limited

Rosedale House

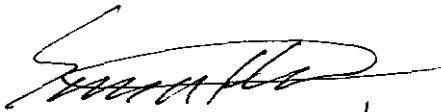
Bramley Way

Hellaby

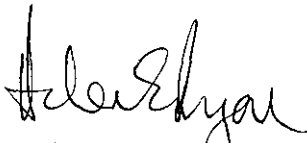
Rotherham S66 8QB

South Yorkshire

Dated 18/02/03



Witness to the above signature


Walter Morris, Leeds