

THE COMPANIES ACTS 1985 TO 1989

EXTRAORDINARY RESOLUTION

of

CRISPIN & BORST LIMITED

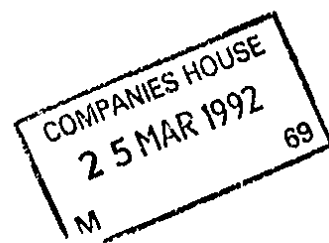
(Passed the 11th day of March - 1992)

At a Class Meeting of the holders of Ordinary Shares of £1 each in the capital of the above Company duly convened and held at *Mornington Grove, Bow London E3* on the 11th day of March 1992 the following Resolution was duly passed as an Extraordinary Resolution:-

EXTRAORDINARY RESOLUTION

- (a) "That the two classes of Shares of the Company being the Ordinary Shares of £1 each and the Deferred Shares of £1 each be merged so that each Share in the Company shall be an Ordinary Share of £1 and shall rank pari passu with every other Ordinary Share of the Company".
- (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, the existing Articles of Association thereof".

.....
Chairman



No. 789114

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed on 11 March 1992)

- of -

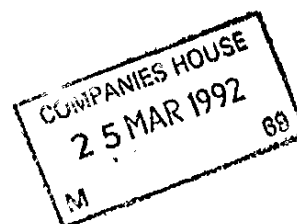
CRISPIN & BORST LIMITED

Incorporated on 23rd January 1964

HAMLIN SLOWE
Roxburghe House
273-287 Regent Street
London W1A 4SQ

REF: 272

WANG REF: 2883J



INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

"The Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

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

TABLE A

2. The regulations contained in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 3, 24, 35, 65, 79, 82, 94, 95 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

1. The provisions of section 89 (1) of the Act shall not apply to the Company.
2. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.

6. Subject to the provisions of the Act, the Company may purchase any of its own shares.
7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
8. The directors shall have no discretion to refuse to register any transfer of a share.

PROCEEDINGS AT GENERAL MEETINGS

9. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
10. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
11. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

DIRECTORS

12. A director shall not be required to hold any qualification shares in the Company.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may appoint any other director or any other person approved by resolution of the directors and willing to act to be an alternate director and may remove from office an alternate director so appointed by him provided that any appointment by Roger S. Dawe of an alternate director who is not a director of the Company shall not require the approval of the directors.

POWERS AND DUTIES OF DIRECTORS

14. Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.
15. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

6. 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 to appoint any person or persons as a director or directors either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. 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 lodgment at the registered office of the Company.

7. The office of a director shall be vacated:
- (i) if by notice in writing to the Company he resigns the office of director;
 - (ii) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
 - (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (iv) if he is prohibited from being a director by an order made under any provision of the Act;
 - (v) if he becomes in the opinion of all his co-directors incapable by reason of mental disorder of discharging his duties as a director;
 - (vi) if he is removed from office under article 16.
8. There shall be no age limit for directors of the Company.
9. All the directors except Roger S. Dawe (if he shall be a director) shall be subject to retirement by rotation in accordance with Regulations 73 to 80 inclusive of Table A. The final sentence of Regulation 84 of Table A shall be deleted and shall not apply to the Company.

REMUNERATION OF DIRECTORS

20. The directors shall not be entitled to any fees for acting as directors.

PROCEEDINGS OF DIRECTORS

21. Any director or member of a committee of the board 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.

22. The following sentence shall be added to regulation 72 of Table A:

Any committee shall have power unless the directors direct otherwise to co-opt as member or members of the committee for any specific purpose any person or persons although not being a director of the company.

OFFICIAL SEAL FOR USE ABROAD

23. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

INDEMNIFY

24. Every director 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 thereof, 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 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.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Stanley H Lucas
6 Surrey Street
Strand
London WC2

Law Stationer

Francis A Dean
6 Surrey Street
Strand
London WC2

Traveller

Dated the 16th day of January 1964

Amended by Special Resolution dated 11th March 1992

Witness to the above signatures:-

G Higgins
282 Kingston Road
New Malden
Surrey

Secretary

THE COMPANIES ACTS 1985 TO 1989

EXTRAORDINARY RESOLUTION

of

CRISPIN & BORST LIMITED

(Passed the 11 day of March 1992)

At a Class Meeting of the holders of Ordinary Shares of £0.01 each in the capital of the above Company duly convened and held at *Monington Grove, Burn London E2* on the 11 day of March 1992 the following Resolution was duly passed as an Extraordinary Resolution:-

EXTRAORDINARY RESOLUTION

"That each and every 100 Ordinary Shares of £0.01 in the capital of the Company be consolidated into 1 Ordinary Share of £1 each with the result that the authorised share capital of the Company be changed from £250,000 divided into 180,000 Deferred Shares of £1 each and 7,000,000 Ordinary Shares of £0.01 each to £250,000 divided into 180,000 Deferred Shares of £1 each and 70,000 Ordinary Shares of £1 each".

.....
Chairman

