

Company Number: 865401

The Companies Act 1985

SPECIAL RESOLUTION OF

AAH GROUP PENSION TRUSTEES LIMITED

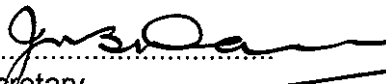
Passed on: 31 October, 1997

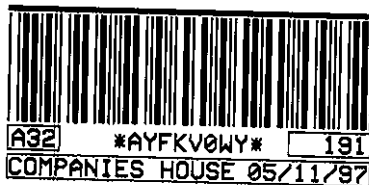
At the Extraordinary General Meeting of the above named company duly convened and held on Friday 31 October, 1997 the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

"That the regulations contained in the document marked "A" submitted to the Meeting and for the purpose of identification signed by the Chairman, be approved and adopted as the Memorandum and Articles of Association of the company in substitution for and to the exclusion of the existing Memorandum and Articles."

Certified a true copy


Secretary



P. Meister
Chairman

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed on 31 October 1997

of

AAH GROUP PENSION TRUSTEES LIMITED

Incorporated on 1st of December 1965

Edge & Ellison
SOLICITORS

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

AAH GROUP PENSION TRUSTEES LIMITED

Adopted by Special Resolution passed on 31 October 1997

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- 1 The Company's name is "**AAH GROUP PENSION TRUSTEES LIMITED**"
 - 2 The Company's registered office is situated in England.
 - 3 The Company's objects are:
 - 3.1 To undertake and discharge the office and duties of Trustee in respect of all such money investments and property now or hereafter forming the **AAH Group Pension Trustees Limited** ("the Scheme") constituted for the benefit of the employees of subsidiaries and associated companies of AAH plc ("the Principal Employer") and to undertake and carry on the office and duties of a trustee of any investment fund, pension fund, charity or trust and generally to undertake and carry on the office or offices and duties of trustee, custodian trustee, attorney or nominee of or for any other person, firm, company or corporation (hereinafter referred to collectively as "Organisations").
 - 3.2 To acquire and hold, sell, exchange or otherwise dispose of, manage, develop, deal with and turn to account real and personal property of all

kinds whatsoever, and any interest therein and in particular units in any unit trust, shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds, loans, policies, book debts, claims, choses in action, lands, buildings, business concerns and undertakings, mortgages, charges, annuities, patents and licences, and any claims against any real or personal property or against any person or company but so that the Company shall not have power to deal or traffic in any such property or assets but may acquire the same for purposes of investment only and with a view to receiving the income therefrom and so also that if from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power so to do but any surplus or deficiency arising on or from any such realisation shall be dealt with as a capital surplus which is not available for the payment of dividends or as the case may require as a capital deficiency which shall be charged against capital account.

- 3.3 To establish and maintain, or procure the establishment and maintenance of any investment fund, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or in the employment or service of any such other Organisations as aforesaid, or any Persons who are or were at any time Directors or officers of the Company, or of any such other Organisations as aforesaid, and the wives, widows, families and dependants of any such Persons, and also to establish and subsidise or subscribe to any institutions, associates, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company the Corporation its subsidiaries and associated companies or of any such other Organisations or of any such Persons as aforesaid, and to make payments for or towards the insurance of any such Persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other Organisations as aforesaid.
- 3.4 To acquire any such units, shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans, policies, book debts, claims, and choses in action, by original subscription, tender, purchase,

participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise.

- 3.5 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- 3.6 To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- 3.7 To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- 3.8 To pay for any property or assets acquired by the Company either in cash or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- 3.9 To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property and assets, present and future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.10 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the company or of its customers or of any other person or company having dealings with the Company or in whose business or undertaking the Company is interested.

- 3.11 To lend money on any terms that may be thought fit and to give any guarantees that may be deemed expedient.
- 3.12 To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- 3.13 To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- 3.14 To amalgamate with any other company.
- 3.15 To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- 3.16 To distribute any of the Company's property or assets among the members in specie.
- 3.17 To cause the Company to be registered or recognised in any foreign country.
- 3.18 To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- 3.19 To do all such other things as are incidental, or as the Company may think conducive, to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4 The liability of the Members is limited.
- 5 The share capital of the Company is £100, divided into 100 Shares of £1 each.

WE, the subscribers to this Memorandum, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set out opposite our respective names

NAME AND ADDRESSES OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER
JEAN HERBERT 156 The Strand London WC2 Company Director	ONE
THOMAS ARTHUR HERBERT 156 The Strand London WC2 Barrister-at-Law	ONE

DATED

WITNESS to the above signatures:

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

AAH GROUP PENSION TRUSTEES LIMITED

Adopted by Special Resolution passed on 31 October 1997

1 INTRODUCTORY

- 1.1 The Regulations contained or incorporated 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 (hereinafter called "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles.
- 1.2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provisions shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.
- 1.3 Regulations 40, 73 to 77 (inclusive), 80, 88 to 91 (inclusive), 93 to 98 (inclusive) and 118 of Table A shall not apply to the Company.

- 2 In these articles, the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company and includes (for the avoidance of doubt) any member holding all of the issued ordinary share capital of the Company and the expression "the Nominee" means any person holding shares in the Company as nominee, or otherwise on trust, for the Controlling Shareholder.

3 SHARE CAPITAL

- 3.1 The current share capital of the Company is £100 divided into 100 ordinary Shares of £1 each.

3.1.1 No share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 80 of the Act and provided that no share shall be issued at a discount.

3.1.2 The Directors are authorised, for the purposes of Section 80 of the Act, to allot and issue relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £98. This authority shall expire on the fifth anniversary of the date of the Company's incorporation, unless previously revoked, renewed or varied by the company in general meeting.

3.1.3 The Directors shall be entitled, pursuant to the authority conferred by Article 4.1.2 or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement.

- 3.1.4 The provisions of section 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

4 TRANSFER OF SHARES

- 4.1 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid save that the Directors shall be obliged to register any transfer of shares made to or by, or with the express written consent of the Controlling Shareholder, or made pursuant to Article 5.2. In its application to the Company Regulation 24 of Table A shall be modified by the deletion of the first sentence.
- 4.2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the Register of Members of the Company require the Nominee to transfer all or any shares registered in his name to the controlling shareholder or any other person specified in the notice for no consideration. If the Nominee shall fail, within 48 hours after service of the notice, to transfer the shares in question, the Directors may authorise any person to execute on behalf of and as attorney for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the Register as the holder of the shares in question. After the name of the transferee has been entered in the Register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person.

5 GENERAL MEETINGS

- 5.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case two members present in person or by proxy or representative shall be a quorum.

6 DIRECTORS

- 6.1 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company other than a Member Nominated Director as defined in Article 14.2.1 . Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article).
- 6.2 In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and".
- 6.3 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "...and may also determine the rotation in which any additional Directors are to retire".
- 6.4 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.
- 6.5 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.
- 6.6 In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e).

7 PROCEEDINGS OF DIRECTORS

- 7.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a simple majority of votes unless:
- 7.1.1 there are only two Directors present in person or by proxy at the meeting in which case any decision must be unanimous; or
- 7.1.2 the meeting is called on less than the requisite period of notice established by the Directors from time to time for the calling of

meetings of Directors in which case any decision must be unanimous;

If the decision is to be taken by a simple majority and there is an equality of votes, the Chairman shall have a second and casting vote.

- 7.2 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.
- 7.3 The continuing directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of calling a general meeting.
- 7.4 The Directors may appoint one of their number to be the Chairman of the board of Directors and may at any time remove him from that office. An Alternate Director shall not be Chairman of the board. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if the Director holding that office is unwilling to preside or is not present within thirty minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be vice Chairman to chair the meeting in his place.
- 7.5 A resolution in writing signed by a majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and of which notice has been given to all such Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors. If notice of the resolution is not given to all such Directors then the resolution must be signed by all such Directors. A resolution may be signed by an Alternate Director if his appointor is unable to sign it because he is outside the United Kingdom or for any other reason. A resolution signed by a Director need not be signed by his Alternate Director.
- 7.6 A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has,

directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.

- 7.7 The Directors may appoint a subcommittee to deal with such aspects of the Company's business as they think fit and may regulate the proceedings of such subcommittee from time to time by resolution.

8 EXECUTION OF DOCUMENTS

- 8.1 In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:-

"Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the directors shall (to extent permitted by the Act) have effect as if executed by affixing the seal."

9 INDEMNITY

- 9.1 Subject to section 310 of the Act:-

9.1.1 every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office, 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 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 otherwise in relation to his office;

9.1.2 the Directors may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any

rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

10 TELEPHONE BOARD MEETINGS

- 10.1 Any Director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

11 PENSIONS ACT APPOINTMENTS

- 11.1 The provisions of Articles 14.2 to 14.6 inclusive will apply if at any time one or more of the Directors is appointed pursuant to Section 18 of the Pensions Act 1995.
- 11.2 For the purposes of Articles 14.3 to 14.6 inclusive:
- 11.2.1 "Members Nominated Director" means a Director appointed pursuant to Section 18 of the Pensions Act 1995.
- 11.2.2 References to the Pensions Act 1995 and Regulations made under it include any subsequent re-enactment or amendment of the same.
- 11.3 Except as specified in Articles 14.4 and 14.5 no Member Nominated Director may be removed prior to the expiration of his/her office except with the agreement of the majority of the other Directors for the time being.
- 11.4 Article 14.3 is subject to the provisions of Section 303 of the Companies Act 1985 and paragraph 7 of Schedule 3 to the Occupational Pension Scheme (Member-nominated Trustees and Directors) Regulations 1996.

11.5 Unless the Board of Directors of the company resolves otherwise a Member Nominated Director will automatically cease to hold office if:

11.5.1 he/she ceases to be a member of the occupational pension scheme in respect of which he/she has been appointed as a Member Nominated Director.

11.5.2 Section 18 of the Pensions Act 1995 ceases to apply to the Company.

11.6 For the purposes of Article 14.5:-

11.6.1 no member Nominated Director may vote on any resolution to disapply its effect.

11.6.2 "member" has the same meaning as that set out in Section 124 of the Pensions Act 1995.