

No. of Company ... 1049982 / 1

Form No. 41
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

11.

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company ... OLD FORGE HOTEL Limited*

I, ... CHRISTOPHER HELLINSTEON
of ... OLD HALL COTTAGE, BARDON, LEICESTER

Do solemnly and sincerely declare that I am (see note (a) below) ... A PERSON NAMED
... IN THE ARTICLES OF ASSOCIATION AS A DIRECTOR
of ... OLD FORGE HOTEL Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at ... CONVILLE LEICESTERSHIRE

the ... 15th day of ... MARCH
one thousand nine hundred and ... SEVENTY-TWO
before me.

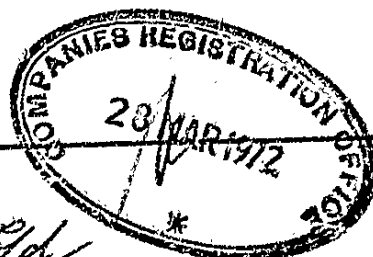
A Commissioner for Oaths (see note (b) below)

- (a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a director", or "a person named in the articles of association as a secretary"
- (b) or Notary Public or Justice of the Peace

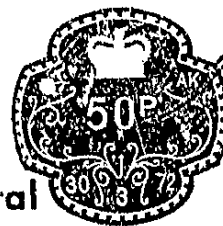
* Delete "Limited" if not applicable.

Presented by:

W. Gilbert & Co Ltd
50 Lincoln Inn Fields
21. MAR



No. of Company 1049982 | 2



Statement of nominal capital

Made pursuant to Section 112 of the Stamp Act 1891

Name of Company OLD FORGE HOTEL Limited

The nominal capital of the above company is £ 100

Signature Christopher Hedgcock

Description DIRECTOR

Date 14th March 1972

Marginal served for binding

NOTES

The stamp duty on the nominal capital is 50p (10s.) for every £100 or fraction of £100 (Section 41, Finance Act 1933).

This statement is to be filed with the Memorandum of Association, or other document, when the company is registered.

Presented by:

W. Herbert Pm Ltd
50 Lincoln's Inn Fields
London WC2



Presentor's reference:



THE COMPANIES ACTS 1948 to 1967 ✓

1049982 3

COMPANY LIMITED BY SHARES /

6/12
£20

Memorandum of Association

- OF -

OLD FORGE HOTEL LIMITED /

1. The name of the Company is "OLD FORGE HOTEL LIMITED." ✓

2. The Registered Office of the Company will be situate in England. ✓

3. The objects for which the Company is established are :-

- (a) To carry on all or any of the businesses of Proprietors of Licensed or Unlicensed Hotels, Guest-Houses, Restaurants, Cafes, to act as boat owners, amusement caterers, Refreshment caterers, Motor Car, Cab, Omnibus and Coach Proprietors, Haulage Contractors, carriers of passengers and goods, railway, shipping, chartering, forwarding, air travel and transport agents, and to act as Importers and Exporters, Merchants and Insurance Agents, and to undertake and execute agency or commission work of all kinds, to act generally as agents, factors and brokers for the sale and purchase of goods and the provision of services or travel.
- (b) To act as manufacturers and dealers in Asphalt, Tarmacadam, Bituminous products, Stone, Slag, Bricks, Concrete and road-making or building materials of all kinds. To act as Plant Hire Specialists, Civil Engineering Contractors, and Contractors for the construction, repair, servicing and improvement of roads, pavements, car-parks, private premises and open spaces of all kinds.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages,

charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person; and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees

or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.

- (r) 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 Directors and ex-Directors of the Company or their dependents or connections,
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 Shares of £1. each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe. ✓

WE, the several persons whose Names, Addresses, and Descriptions are subscribed 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 opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
<p>CHRISTOPHER WELLINGTON, <i>Christopher Wellington</i> <i>Company Secretary,</i> <i>Colindale Cottage</i> <i>Baron, Leicester</i> <i>Old Hall Cottage</i></p>	<p>One <i>One</i></p>
<p><i>Angela Violet Wellington</i> <i>Housewife</i> <i>Old Hall Cottage</i> <i>Baron, Leicester</i></p>	<p><i>One</i> <i>One</i></p>

D A T E D the 14th day of March, 1972.

WITNESS to the above Signatures -

Jane Elizabeth Barker.

Bank Clerk.

47 Steyning Crescent,
 Glenfield, Leicester.

1049982/4

THE COMPANIES ACTS 1948 to 1967

advised that the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

COMPANY LIMITED BY SHARES

Articles of Association

- OF -

OLD FORGE HOTEL LIMITED

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part I of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 22, 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, 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 holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS.

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY.

10. The first Secretary of the Company shall be PETER NIGEL CHRISTOPHER WELLINGTON.

DIRECTORS.

11. The number of Directors shall not be less than two nor more than five. The first Directors shall be CHRISTOPHER WELLINGTON and ANGELA VIOLET WELLINGTON (Mrs). ✓

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

13. Subject to the provisions of Section 199 of the Companies Act, 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

14. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTOR.

15. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

AUDITORS.

16. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

INDEMNITY.

17. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

CHRISTOPHER WELLSINGTON.

CHRISTOPHER WELLS PH.

Company Secretary.

Old Hall Cottage, Bardonia, Leicesters.

Angela Violet Wellington

Housewife.

Old Hall Cottage.

Bardonia, ~~Leicesters~~^{Leicesters}.

D A T E D the 14th day of March, 1972.

WITNESS to the above Signatures -

Jane Elizabeth Barks

Bank Clerk

47 Staying Crescent

Glengfield, Leicesters.



CERTIFICATE OF INCORPORATION

No. 1049982

I hereby certify that

OLD FORD HOTEL LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

14th April 1972

[Signature]
(Assistant)

Assistant Registrar of Companies

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

OLD FORGE HOTEL LIMITED

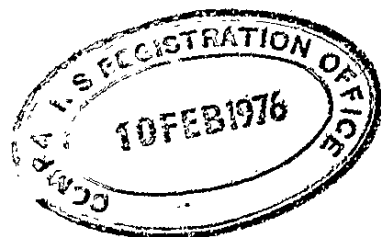
Passed on the 27th day of December 1975

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 27th day of December, 1975 the following SPECIAL RESOLUTION was duly passed :-

"THAT the share capital of the Company be increased to £10,000 divided into 10,000 shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe."

C. K.
Chairman.

W. KYBERT & SON LTD.
50, LINCOLN'S INN FIELDS
LONDON WC2A 3PF
TEL. 01-405 1107



No. of Company ...1049982... *112*

+105

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ...*OLD FORGE HOTEL*... Limited*

hereby gives you notice that by *ordinary*/extraordinary/special** resolution of the company dated the *27th DECEMBER 1975*, the nominal capital of the company has been increased by the addition thereto of a sum of £ *9,900* beyond the registered capital of £ *100*

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
<i>9,900</i>	<i>ORDINARY</i>	<i>ONE POUND</i>

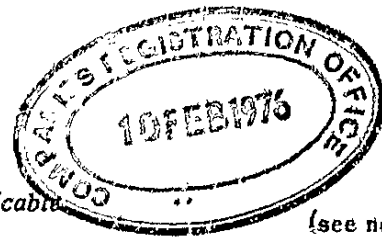
The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

To rank pari-passu with existing Ordinary Shares

Signed *C. H.*

State whether
Director or Secretary *Director*

Date *6 February 1976*



* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

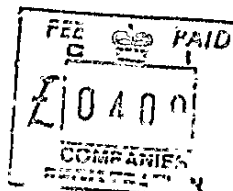
Presented by:

W. KYBERT & SON LTD.
50, LINCOLN'S INN FIELDS
LONDON WC2A 3PF
TEL 01 435 1121

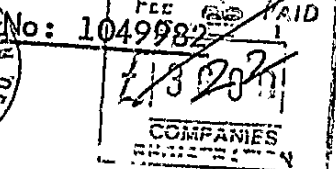
Presentor's reference:

Form No. 10

THE COMPANIES ACTS 1948 to 1976



OLD FORGE HOTEL LIMITED



At an Extraordinary General Meeting of the Company held at its Registered Office on the 19th July 1979, the following Resolution was adopted as a Special Resolution.

SPECIAL RESOLUTION

That with the prior consent of the Secretary of State the name of the company be changed to:-

OLD FORGE (WELL END) LIMITED.

Dated the 19th July 1979.

C. Wellington
Chairman





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1049982

23

I hereby certify that

OLD FORGE HOTEL LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name is now incorporated under the name of

OLD FORGE (WELL END) LIMITED

Given under my hand at Cardiff the 14TH AUGUST 1979

E. A. WILSON

Assistant Registrar of Companies

Number of Company 1049982 / 39

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

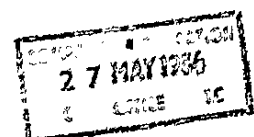
OLD FORGE (WELL END) LIMITED

Passed on 5 March 1986

At an Extraordinary General Meeting of the above named Company duly convened and held at Old Forge, Well End, Bourne End, Buckinghamshire on 5 March 1986 the subjoined Ordinary Resolutions were duly passed viz:-

1. That the Directors be and are hereby generally and unconditionally authorised to allot relevant securities (which expression shall in this Resolution be construed in accordance with Section 80 of the Companies Act 1985) up to a maximum of 2,500 Ordinary Shares of £1 each. The authority shall expire five years from the date on which this Resolution is passed, but may be previously revoked or varied by the Company in general meeting.
2. That reserves of the company amounting to £2,500 be capitalised and that the Directors be authorised and directed to apply such sum in paying up in full 2,500 Ordinary Shares of £1 each in the capital of the company and to allot and distribute such new shares, credited as fully paid, to the existing shareholders at the rate of one such new share for every 3 existing shares held by members as at the close of business on 5 March 1986.

.....
Director



Number of Company: 1049982

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 of The Companies Act 1985

of OLD FORGE (WELL END) LIMITED

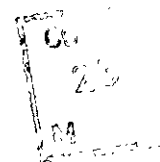
Passed the thirteenth day of November 1990.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Town Lane, Wooburn Green, Bucks HP10 0PD on the thirteenth day of November 1990, the following

SPECIAL RESOLUTION was duly passed:-

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, all the existing Articles thereof.

.....
Chairman/Director



1049982.

THE COMPANIES ACT 1985

*Certified a true copy
of the Articles of Association
adopted by special
resolution passed on
13th November 1990*

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

[Signature]
C. Wellington
Director.

OLD FORGE (WELL END) LIMITED

(Adopted by Special Resolution passed on the 13th day of November 1990)

PRELIMINARY

1. (a) The Regulations contained 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 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

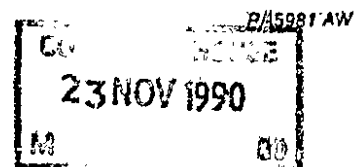
(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) All shares shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) 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.

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital of the Company authorised but unissued at the date



of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

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 accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and 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.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting

a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. 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 minimum number of the Directors shall be one, a 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 Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 78 (inclusive) and Clause 80 in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) 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 paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking,

property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

9. (a) 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, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and 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.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clauses 3(q) and (r) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it 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 such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

13. (a) Every 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 execution of the duties of his office or otherwise in relation thereto, 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 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 in so far as its provisions are not avoided by Section 310 of the Act.

- (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. (a) Any person (hereinafter called "the proposing transferor") proposing to transfer any shares shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any Member or Members willing to purchase the same (hereinafter called "the purchasing Member") at the price specified therein or at the fair value certified in accordance with paragraph (c) below (whichever shall be the lower). A transfer notice shall not be revocable except with the sanction of the Directors.

(b) The shares comprised in any transfer notice shall be offered to the Members (other than the proposing transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the offer notice, provided that if a certificate of fair value is requested under paragraph (c) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the Members or until the expiry of the period specified in the offer notice whichever is the later. For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The offer notice shall further invite each Member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the Members do not accept the offer in respect of their respective proportions in full the shares not so accepted

shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no Member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors may think fit.

(c) Any Member may, not later than eight days after the date of the offer notice, serve on the Company a notice in writing requesting that the Auditor for the time being of the Company (or at the discretion of the Auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in the Country of the situation of its Registered Office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this Article reference to the Auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the Auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing Members or borne by any one or more of them as the Auditor in his absolute discretion shall decide. In certifying the fair value as aforesaid the Auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Auditor, the Company shall by notice in writing inform all Members of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are offered for sale. For the purpose of this Article the fair value of each share comprised in the transfer notice shall be its value as a rateable proportion of the total value of all the issued shares of the Company and shall not be discounted or enhanced by reference to the number of shares referred to in the transfer notice.

(d) If purchasing Members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (b) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferor specifying the purchasing Members and the proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing Members.

(e) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Members. The Company shall pay the purchase money into a separate bank account.

(f) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (d) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty to transfer all or any of the shares comprised in the transfer notice to any person or persons but in

that event the Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any such transfer and Clause 24 in Table A shall, for these purposes, be modified accordingly.

(g) In the application of Clauses 29 to 31 (inclusive) in Table A to the Company:-

(i) any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall give a transfer notice before he elects in respect of any share to be registered himself or to execute a transfer;

(ii) If a person so becoming entitled shall not have given a transfer notice in respect of any share within six months of the death or bankruptcy, the Directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days of such notice to give a transfer notice in respect of all the shares to which he has so become entitled and for which he has not previously given a transfer notice and if he does not do so he shall at the end of such thirty days be deemed to have given a transfer notice pursuant to paragraph (a) of this Article relating to those shares in respect of which he has still not done so;

(iii) where a transfer notice is given or deemed to be given under this paragraph (g) and no price per share is specified therein the transfer notice shall be deemed to specify the sum which shall, on the application of the Directors, be certified in writing by the Auditors in accordance with paragraph (c) of this Article as the fair value thereof.

(h) Whenever any Member of the Company who is employed by the Company in any capacity (whether or not he is also a Director) ceases to be employed by the Company otherwise than by reason of his death the Directors may at any time not later than six months after his ceasing to be employed resolve that such Member do retire, and thereupon he shall (unless he has already served a transfer notice) be deemed to have served a transfer notice pursuant to paragraph (a) of this Article and to have specified therein the fair value to be certified in accordance with paragraph (c) of this Article. Notice of the passing of any such resolution shall forthwith be given to the Member affected thereby.

(i) Whenever a person acquires shares under the Company's Inland Revenue approved share option scheme, and on the date at which those shares are acquired, the person concerned is not, or has ceased to be, employed by the Company in any capacity (whether or not he is also a director) then the directors may, at any time not later than six months after that date, resolve that such shares be transferred and thereupon the person shall (unless he has already served a transfer notice) be deemed to have served a transfer notice pursuant to paragraph (a) of this Article and to have specified therein the fair value to be certified in accordance with paragraph (c) of this Article. Notice of the passing of any such resolution shall forthwith be given to the member affected thereby.

G

COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares****122**Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

1049982

Name of company

* OLD FORGE (WELL END) LIMITED

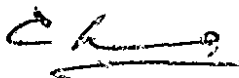
* insert full name
of company

gives notice that:

The share capital was sub-divided into shares of 10 pence each at
an extraordinary general meeting held on 13 November 1990.

† delete as
appropriate

Signed



[Director][Secretary]† Date 13. 11. 90

Presentor's name address and
reference (if any):

For official Use

General Section

Post room

Number of Company 1049982

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

OLD FORGE (WELL END) LIMITED

Passed on 13 November 1990

At an Extraordinary General Meeting of the above named Company duly convened and held at Town Lane, Wooburn Green, Bucks HP10 0PD on 13th November 1990 the subjoined Ordinary Resolutions were duly passed viz:-

1. That each of the existing 10,000 ordinary shares of £1 each be subdivided into ordinary shares of 10 pence each.
2. That the authorised share capital of the Company be increased to £150,000 by the creation of 1,400,000 additional ordinary shares of 10 pence each ranking pari passu for all purposes with the existing issued ordinary shares of the company.
3. That the directors be and are hereby generally and unconditionally authorised to allot relevant securities (which expression shall in this Resolution be construed in accordance with Section 80 of the Companies Act 1985) up to a maximum of 1,400,000 ordinary shares of 10 pence each. This authority shall expire five years from the date on which this Resolution is passed, but may be previously revoked or varied by the Company in general meeting.
4. That reserves of the company amounting to £90,000 be capitalised and that the directors be authorised and directed to apply such sum in paying up in full 900,000 ordinary shares of 10 pence each in the capital of the company and to allot and distribute such new shares, credited as fully paid, to the existing shareholders at the rate of nine new shares for every existing share held by members as at the close of business today.

.....
Director

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

1049982

Name of company

* OLD FORGE (WELL END) LIMITED

* insert full name
of company5 the copy must be
printed or in some
other form approved
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 13 November 1990 the nominal capital of the company has been
increased by £ 140,000 beyond the registered capital of £ 10,000.

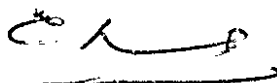
A copy of the resolution authorising the increase is attached.⁵

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

pari passu with existing shares.

Please tick here if
continued overleaf☐† delete as
appropriate

Signed

[Director][Secretary]† Date 13.11.90Presentor's name address and
reference (if any):For official Use
General Section

Post room

No. of Company 1049982

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

OLD FORGE (WELL END) LIMITED

(Incorporated the 14th day of April 1972)

Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
Branches Throughout the United Kingdom
Telephone 071-253-3030 Telex 261010

THE COMPANIES ACT 1985

CERTIFICATION

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum and Articles of Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985.

OLD FORGE (WELL END) LIMITED

(Adopted by Special Resolution passed on the 13th day of November 1990)

PRELIMINARY

1. (a) The Regulations contained 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 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) All shares shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) 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.

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital of the Company authorised but unissued at the date

of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

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 accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and 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.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting

a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

- (c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. 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 minimum number of the Directors shall be one, a 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 Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 78 (inclusive) and Clause 80 in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) 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 paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking,

property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

9. (a) 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, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and 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.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clauses 3(q) and (r) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it 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 such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

13. (a) Every 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 execution of the duties of his office or otherwise in relation thereto, 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 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 in so far as its provisions are not avoided by Section 310 of the Act.

- (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. (a) Any person (hereinafter called "the proposing transferor") proposing to transfer any shares shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any Member or Members willing to purchase the same (hereinafter called "the purchasing Member") at the price specified therein or at the fair value certified in accordance with paragraph (c) below (whichever shall be the lower). A transfer notice shall not be revocable except with the sanction of the Directors.

(b) The shares comprised in any transfer notice shall be offered to the Members (other than the proposing transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the offer notice, provided that if a certificate of fair value is requested under paragraph (c) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the Members or until the expiry of the period specified in the offer notice whichever is the later. For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The offer notice shall further invite each Member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the Members do not accept the offer in respect of their respective proportions in full the shares not so accepted

shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no Member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors may think fit.

(c) Any Member may, not later than eight days after the date of the offer notice, serve on the Company a notice in writing requesting that the Auditor for the time being of the Company (or at the discretion of the Auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in the Country of the situation of its Registered Office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this Article reference to the Auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the Auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing Members or borne by any one or more of them as the Auditor in his absolute discretion shall decide. In certifying the fair value as aforesaid the Auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Auditor, the Company shall by notice in writing inform all Members of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are offered for sale. For the purpose of this Article the fair value of each share comprised in the transfer notice shall be its value as a rateable proportion of the total value of all the issued shares of the Company and shall not be discounted or enhanced by reference to the number of shares referred to in the transfer notice.

(d) If purchasing Members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (b) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferor specifying the purchasing Members and the proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing Members.

(e) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Members. The Company shall pay the purchase money into a separate bank account.

(f) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (d) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty to transfer all or any of the shares comprised in the transfer notice to any person or persons but in

that event the Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any such transfer and Clause 24 in Table A shall, for these purposes, be modified accordingly.

(g) In the application of Clauses 29 to 31 (inclusive) in Table A to the Company:-

(i) any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall give a transfer notice before he elects in respect of any share to be registered himself or to execute a transfer;

(ii) if a person so becoming entitled shall not have given a transfer notice in respect of any share within six months of the death or bankruptcy, the Directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days of such notice to give a transfer notice in respect of all the shares to which he has so become entitled and for which he has not previously given a transfer notice and if he does not do so he shall at the end of such thirty days be deemed to have given a transfer notice pursuant to paragraph (a) of this Article relating to those shares in respect of which he has still not done so;

(iii) where a transfer notice is given or deemed to be given under this paragraph (g) and no price per share is specified therein the transfer notice shall be deemed to specify the sum which shall, on the application of the Directors, be certified in writing by the Auditors in accordance with paragraph (c) of this Article as the fair value thereof

(h) Whenever any Member of the Company who is employed by the Company in any capacity (whether or not he is also a Director) ceases to be employed by the Company otherwise than by reason of his death the Directors may at any time not later than six months after his ceasing to be employed resolve that such Member do retire, and thereupon he shall (unless he has already served a transfer notice) be deemed to have served a transfer notice pursuant to paragraph (a) of this Article and to have specified therein the fair value to be certified in accordance with paragraph (c) of this Article. Notice of the passing of any such resolution shall forthwith be given to the Member affected thereby.

(i) Whenever a person acquires shares under the Company's Inland Revenue approved share option scheme, and on the date at which those shares are acquired, the person concerned is not, or has ceased to be, employed by the Company in any capacity (whether or not he is also a director) then the directors may, at any time not later than six months after that date, resolve that such shares be transferred and thereupon the person shall (unless he has already served a transfer notice) be deemed to have served a transfer notice pursuant to paragraph (a) of this Article and to have specified therein the fair value to be certified in accordance with paragraph (c) of this Article. Notice of the passing of any such resolution shall forthwith be given to the member affected thereby.

1049982
30441
REC.



Company No: 1049982

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF
Old Forge (Well End) Limited

Passed
22 March 1991

At an Extraordinary General Meeting of Old Forge (Well End) Limited duly convened and held at Town Lane, Wooburn Green, High Wycombe, Bucks HP10 0PD on 22 March 1991 the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT with the consent of the Secretary of State for Trade and Industry, the name of the company be changed to:-

SPADE OAK GROUP LIMITED.

.....
Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1049982

I hereby certify that

OLD FORGE (WELL END) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SPADE OAK GROUP LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 APRIL 1991

A. M. Evans.
A M EVANS

an authorised officer