

1072079

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

ADWEST INTERNATIONAL LIMITED

(adopted by a Special Resolution passed on 4 June 1993)

PRELIMINARY

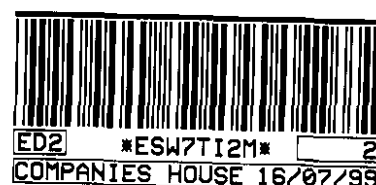
1. The Regulations, contained in Table A of 1985 and 1989 Companies Act, as prescribed by regulations made by the Secretary of State, shall, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, apply to the Company.
2. The expression "these presents" means these Articles of Association including the Schedule hereto which forms part thereof, all as originally framed or as from time to time altered by Special Resolution.

SHARE CAPITAL

3. The Share Capital of the Company at the adoption of these presents is as stated in the Schedule hereto.

SHARES

4. Subject to any direction to the contrary that may be given by the Company in general meeting all unissued shares 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 for such consideration and upon such terms and conditions as the Directors may determine.
5. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 23 of Table A shall *not* apply.
6. a) Notwithstanding anything contained in these Articles, the directors will register any transfer of shares and may not suspend registration where such transfer:
 - i) is to the bank or institution to which such shares have been charged by way of security, whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or
 - ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or



- iii) is executed by a Secured Institution or its nominee pursuant to the sale or other power under such security.
- b) Notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them, whether for consideration or not.

LIEN

- 7. Regulation 8 of Table A shall be read and construed as if the words "(not being a fully paid share)" were deleted therefrom.

GENERAL MEETINGS

- 8. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the members present shall be a quorum. Regulation 41 of Table A shall not apply.
- 9. Subject to the provisions of the Act a Resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such Resolution was to be proposed or by their duly appointed Attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their Attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a Director thereof or its duly appointed Attorney. Regulation 53 of Table A shall not apply.
- 10. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be construed accordingly.

DIRECTORS

- 11. Unless and until determined by the Company in general meeting the number of directors shall not be less than one.
- 12. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission, participation in profits or otherwise as the Directors may determine.
- 13. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.
- 14. Each Director shall have the power by writing under his hand to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for

whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director.

15. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the registered office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect following:-

I
a Director of the above Company, do hereby appoint

of
to act as alternate Director in my place during my absence and to
exercise and discharge all my duties as Director of the Company.

As WITNESS my hand the day of 19 .

16. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 317 of the Act and notwithstanding his interest may vote thereon and be counted in the quorum of any Meeting at which he is present. Regulation 85 of Table A shall be modified accordingly.
17. The Directors shall not be subject to retirement by rotation. Regulations 73 to 80 (inclusive) of Table A shall not apply.
18. The Board may delegate any of its powers, authorities and discretions to committees, consisting of such person or persons (whether a member of members or its body or not) as it thinks fit. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Board.
19. The office of a Director shall be vacated if the Director:-
- (a) is removed from office pursuant to Article 19 of these presents;
or
 - (b) resigns his office by notice in writing to the Company.

Regulation 81 of Table A shall not apply.

20. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director.

PROCEEDINGS OF DIRECTORS

21. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 93 of Table A shall not apply.

BORROWING POWERS

22. The Board may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital, or any part

thereof and 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, without any restriction as to amount or otherwise.

MANAGING DIRECTOR

23. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement as aforesaid, the appointment of any Director to an executive office as aforesaid shall be automatically determined ipso facto if he ceases from any cause to be a Director.
24. A Managing Director, Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise, howsoever, whether similar to the foregoing or not) as the Directors may determine.

PENSIONS AND ALLOWANCES

25. The Board may grant gratuities, retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, Manager or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such gratuities, retiring pensions, annuities and allowances in the terms of engagement of any such person.

THE SCHEULE hereinbefore referred to

1. The authorised share capital of the Company at the adoption of these presents is divided as follows:-

Class of Shares	Number of Shares Authorised	Nominal Value per Share
_____	_____	_____
Ordinary 25p	4,000,000	25p