

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

CONCEPT STEELS LIMITED ("the Company")

(a company registered in England and Wales with no. 1136933)

**WRITTEN RESOLUTION
OF
MEMBERS**

We, being all the holders of all the issued shares of the Company having the right to vote at any general meeting, hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) and all other powers (to the intent that the following written resolution shall be as effectual as if it had been passed as a special resolution at a general meeting duly convened and held) as follows:

RESOLUTION

That the articles of association attached to this resolution be and hereby are adopted as the articles of association of the Company in substitution for the existing articles of association.

Dated: 7 December 2005

~~P.C. Gaudin~~
for and on behalf of

Accura Engineering Services Limited



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF



COMPANIES HOUSE

19/12/2005

CONCEPT STEELS LIMITED

PRELIMINARY

1. 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 ("Table A") shall, except as hereinafter provided and so far as not inconsistent with the provisions of the articles hereinafter contained apply to the Company. These articles and the regulations of Table A (subject as aforesaid) shall constitute the articles of association of the Company.
2.
 - 2.1 In regulation 1 of Table A the words "and in the articles adopting the same" shall be inserted after the words "In these regulations" and the words "or in the articles adopting the same" shall be inserted after the words "contained in these regulations".
 - 2.2 In these articles:
 - 2.2.1 where the context so permits, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations and the expression "paid up" shall include credited as paid up;
 - 2.2.2 any reference to any provisions of the Companies Act 1985 ("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.

SHARES

3. At the date of adoption of these articles the authorised share capital of the Company is £10,000 divided into 10,000 ordinary shares of £1 each such shares ranking pari passu in all respects.
4.
 - 4.1 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 grant options or create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) up to a maximum amount in nominal value of £10,000 at any time or times during the period of five years from the date of incorporation and the directors may after that period allot grant options over create, deal with or otherwise dispose of relevant securities as aforesaid under this authority in pursuance of any offer or agreement so to do made by the Company within that period.
 - 4.2 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.
5. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.
6. 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 regulation 18 of Table A of the words 'and all expenses that may have been incurred by the Company by reason of non-payment of the call'.

TRANSFER OF SHARES

7.
 - 7.1 Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purpose of these Articles be deemed a transfer.

- 7.2 Regulation 24 of Table A shall not apply to the Company. The Directors may in their absolute discretion refuse to register the transfer of a share whether or not it is fully paid without assigning any reason therefore. The Directors shall refuse to register a transfer unless:
- 7.2.1 it is lodged at the registered office of the Company or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- 7.2.1.1 it is in respect of only one class of shares; and
- 7.2.1.2 it is in favour of not more than four transferees.
- 7.3 No shares may be transferred to any infant, bankrupt or person of unsound mind.

GENERAL MEETINGS

8. 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.
9. No business shall be transacted at any general meeting unless a quorum is present. At any time when there is only one member then the quorum shall be one person being a member present in person or a proxy for a member or a duly authorised representative of a corporation. At any time when there are two or more members two persons each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.
10. Regulation 41 of Table A shall not apply to the Company. 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.
11. In the case of a corporation the signature of any director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders shall be

sufficient for the purpose of passing resolutions in writing pursuant to regulation 53 of Table A or section 381A of the Act or otherwise howsoever and signing a consent to short notice of general meeting, instruments of proxy and appointments of alternate directors and written resolutions of directors.

12. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.
13. The Instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting.

DIRECTORS

14. A director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting.
15. Regulations 65 to 69 of Table A shall not apply to the Company, and the following provisions of this article 15 shall apply in relation to alternate directors:
 - 15.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) take effect only upon receipt of such written appointment or removal at the registered office of the Company.
 - 15.2 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.
 - 15.3 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence and to receive notice of all general meetings, but it shall not be necessary to

give notice of any such meeting to an alternate director who is at the relevant time absent from the United Kingdom and has not given his address outside the United Kingdom.

- 15.4 An alternate director shall cease to be an alternate director if his appointor ceases to be a director. The appointment of an alternate director shall automatically determine on the happening of any event which, if he were a director, would cause him to vacate such office.
- 15.5 A director, or any such other person as is mentioned in article 15.1, 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 he is a director, as a director, but he shall count as only one for the purpose of determining whether a quorum is present.
- 15.6 Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the director appointing him.

APPOINTMENT AND RETIREMENT OF DIRECTORS

16. The Company may by ordinary resolution 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 fixed by or in accordance with the articles as the maximum number of directors for the time being in force.
17. Regulation 73 to 78 inclusive and regulation 80 of Table A shall not apply to the Company, and the directors shall not be required to retire by rotation. Accordingly the final two sentences of regulation 79 of Table A and the final sentence of regulation 84 of Table A shall not apply to the Company.
18. Any person may be appointed or elected as a director, whatever his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

19. Every director shall hold office until his office is vacated pursuant to these articles and/or to the Act and/or any other relevant legislation.

REMUNERATION OF DIRECTORS

20. In addition and without prejudice to regulation 82 of Table A, any director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the directors may determine.
21. In addition to and without prejudice to the provisions of these articles, the directors (notwithstanding that all or any of them may be personally interested) may exercise all the powers (express or implied) of the Company howsoever relating to the establishment and maintenance and/or modification and/or discontinuance and/or winding up of pension, life insurance and/or superannuation.

PROCEEDINGS OF DIRECTORS

22. Regulation 88 of Table A shall be amended by substituting for the sentence: "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

the following sentence:

"Notice of every meeting of directors shall be given to each director including directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom."

23. In the case of an equality of votes whether at a meeting of directors or shareholders, the chairman shall not have a second or casting vote. Accordingly, regulation 50 of Table A shall not apply to the Company and the penultimate sentence of regulation 88 of Table A shall not apply.
- 24.
- 24.1 Regulation 64 of Table A shall not apply to the Company. Unless otherwise determined by ordinary resolution the number of directors (other than alternate

directors) shall not be subject to any maximum and the minimum number of directors shall be one.

- 24.2 If and so long as the minimum number of directors specified under these articles is one and there is only one director that sole director may exercise all the powers conferred on the directors by the articles, and may do so by written resolution under his hand or by resolution at a meeting and, so long as there is such sole director, the quorum for the transaction of the business of the directors shall be one.
25. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
26. A telex cable or telegram approval of a circulated proposal shall rank as a signed document by a director for the purpose of constituting a written resolution within regulation 93 of Table A.
27. Regulations 94 to 97 inclusive of Table A shall not apply to the Company. A director may vote, at any meeting of the directors or of any committee of the directors, on a resolution, or sign any written resolution of the directors notwithstanding that such resolution is in any way concerned or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and, if he votes on or signs any such resolution, his vote or signature (as the case may be) shall be counted; and, in relation to any such resolution, he shall (whether or not he votes on the same) be taken into account in calculating the quorum present at the meeting.

NOTICES

28. A notice may be given to the Company or to any officer of the Company by leaving the same at or by sending it by post in a prepaid envelope to the registered office of the Company.

INDEMNITY

- 29.

- 29.1 Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by 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 including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 of Table A shall not apply.
- 29.2 The Directors shall have the power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

SHARE CERTIFICATES

30. The words "shall be sealed with the seal and" shall be deleted from the second sentence of regulation 6 of Table A.