

41

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

* delete if inappropriate

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

† or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Company number

1408043

Name of Company

MANSIGN MINING EQUIPMENT Limited*

I, ALAN WILLIAM FAULKNER
of 52 LINCOLN'S INN FIELDS
LONDON, W.C.2

do solemnly and sincerely declare that I am † A PERSON NAMED AS SECRETARY OF
THE COMPANY IN THE STATEMENT DELIVERED UNDER SECTION 20 OF THE
COMPANIES ACT 1976 OF

MANSIGN MINING EQUIPMENT Limited

and that all the requirements of the Companies Acts 1948 to 1976 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 52 LINCOLN'S INN FIELDS
LONDON, W.C.2

the FIFTH day of DECEMBER

One thousand nine hundred and SEVENTY EIGHT

before me Slee
A Commissioner for Oaths †

Presentor's name, address and reference (if any) 813

For official use
General section

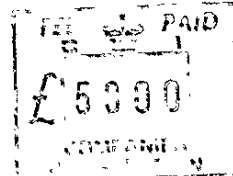
Post room

DECLARED TO MAN SIGN MINING EQUIPMENT LIMITED
52 LINCOLN'S INN FIELDS
LONDON, W.C.2

1408043

3

THE COMPANIES ACTS, 1948 TO 1976



COMPANY LIMITED BY SHARES

£50

MEMORANDUM OF ASSOCIATION

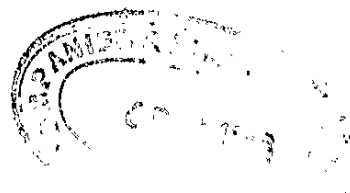
OF

MANSIGN MINING EQUIPMENT LIMITED

1. The name of the Company is Mansign Mining Equipment Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the business or businesses of developers, manufacturers, distributors, hirers, letters on hire, importers and exporters and dealers in builders and industrial plant and machinery, mining machinery, electrical motors and machinery, garage plant and machinery, motor cars, motor vehicles, lorries, trailers, and wheeled or propelled vehicles of any kind.
 - (1)(A) To carry on business as manufacturers of and dealers in haulage plant, dynamos, motors, winding plant and engines, turbines, boilers, electrical plant and equipment, air compressors, compressing plant and equipment, pumps, conveyors, elevators, cranes, lifts, stone crushing machinery, excavating machinery, hydraulic plant, brickmaking plant and machinery, waggon builders, motor vehicle manufacturers, ironmasters, iron-founders, steel makers, metal makers, refiners, timber merchants, woodworkers, welders, electrical, mechanical and general and automobile engineers, builders, stone masons, garage proprietors, bricklayers, and decorators and contractors generally.



(1)



S to J

8/12

- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any roads, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) 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 (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake including any cross-guarantees between parent, subsidiary or associated companies.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of 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.

- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.

- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers, subsidiary and associated companies of and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person, firm or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- and each sub-clause of this clause is independent of the others, no object mentioned in any sub-clause being merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

WE, the several persons whose names and addresses 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

No. of Shares taken
by each Subscriber

Alan Ernest Flook, (Director)
52 Lincoln's Inn Fields,
London WC 2.

One

A E Flook /

Isabel Housden, (Director)
52 Lincoln's Inn Fields,
London WC 2.

One /

I. Housden

Dated this 27th day of November 1978.

WITNESS to the above Signatures:-

Alan William Faulkner, (Company Formation Clerk)
52 Lincoln's Inn Fields,
London WC 2.

A W Faulkner

(5)

THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY SHARES

1408043/4

ARTICLES OF ASSOCIATION

OF

MANSIGN MINING EQUIPMENT. LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part 11 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part 11") as amended by the Companies Act 1967 shall apply to the Company.
2. Regulations 24, 53, 75 and 130 of Part 1 of Table A aforesaid (hereinafter referred to as "Part 1") and regulations 5 of Part 11 shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part 1 and regulations 2, 3 and 4 of Part 11, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The original 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 on such conditions as they think proper, subject to regulation 2 of Part 11, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Companies Act 1948 ("The Act").
4. After the allotment of the original shares in the Company under Article 3 all unissued shares for the time being in the capital of the Company which it shall be determined to issue for cash shall before issue be offered in the first instance for subscription to such persons as are members of the Company at the time of such offer and in proportion to their shareholding at that time. If such persons do not accept the offer, in whole or in part, within a reasonable time, such time to be specified in the notice of offer, then any shares not accepted shall be offered to such other persons as the Directors shall determine, but no such shares shall be allotted for cash later than three months from the date of the original offer to members.

5. The lien conferred by regulation 11 in Part I shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.
6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I shall be modified accordingly.
7. No share shall unless the members otherwise agree in writing be transferred to any person other than a member of the Company at the date of the transfer.
8. The proviso to regulation 32 of Part I shall be omitted.
9. The Chairman of any meeting of the Company or the Directors or any Committee thereof shall not have a second or casting vote and regulations 60, 98 and 104 of Part I shall be omitted or amended accordingly.
10. The proviso to regulation 79 of Part I shall be omitted.
11. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age; and the reference to Section 185 in Regulation 88 of Part I shall be omitted.
12. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 14 of The Companies Act, 1976.
13. The number of Directors shall not exceed Six and the first Directors of the Company shall be as named in the statement delivered pursuant to Section 21 of the Companies Act 1976.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Alan Ernest Flook,
52 Lincoln's Inn Fields,
London WC 2A 3LZ

Director

A E Flook

Isabel Housden,
52 Lincoln's Inn Fields,
London WC2A 3LZ

Director

I. Housden

DATED this 27th day of November 1978.

WITNESS to the above Signatures:-

Alan William Faulkner, (Company Formation
52 Lincoln's Inn Fields, Clerk)
London WC2A 3LZ

Alan Faulkner
(8)



THE COMPANIES ACTS 1948 TO 1976

Form No, CF1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

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

Company number

1408043-5

Name of Company

MANSIGN MINING EQUIPMENT

Limited*

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

EAGLE CLOSE,

ROLLESTON DRIVE,

ARNOLD,

NOTTINGHAM.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

SERVICES TO LAWYERS LTD

52 LINCOLN'S INN FIELDS

LONDON W.C.2

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's ref:

Telephone no: 813

name and address:

SERVICES TO LAWYERS
LTD

52 LINCOLN'S INN FIELDS
LONDON W.C.2

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	BERNARD JOHN GEESON	Business occupation
		COMPANY DIRECTOR
Former name(s) (note 3)		Nationality
Address (note 4)	5 GLEN PARVA AVENUE, REDHILL, NOTTS.	BRITISH
		Date of birth (where applicable) (note 6)
		12.9.33
Particulars of other directorships (note 5)		
DIRECTOR OF MANSIGN ENGINEERING LIMITED		
DIRECTOR OF ASTON ENGINEERING LIMITED		
I hereby consent to act as director of the company named on page 1		
Signature <i>B. Geeson</i>		Date 2nd NOVEMBER 1978

Name (note 2)	ROY BEET	Business occupation
		COMPANY DIRECTOR
Former name(s) (note 3)		Nationality
Address (note 4)	123 NOTTINGHAM ROAD RAVENSHEAD, NOTTS.	BRITISH
		Date of birth (where applicable) (note 6)
		21.4.35
Particulars of other directorships (note 5)		
DIRECTOR OF MANSIGN ENGINEERING LIMITED		
DIRECTOR OF ASTON ENGINEERING LIMITED		
I hereby consent to act as director of the company named on page 1		
Signature <i>R. Beet</i>		Date 2nd NOVEMBER 1978

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in this
binding margin



Continuation of the name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (notes 2 & 7)	FRANK SHAW
Former name(s) (note 3)	
Address (notes 4 & 7)	42 HOWBECK ROAD, MAPPERLEY PLAINS, ARNOLD, NOTTS.
I hereby consent to act as secretary of the company named on page 1	
Signature <i>F. Shaw</i>	Date 2nd NOVEMBER 1978

Name (notes 2 & 7)	ALAN WILLIAM FAULKNER
Former name(s) (note 3)	
Address (notes 4 & 7)	52 LINCOLN'S INN FIELDS LONDON, WC12
I hereby consent to act as secretary of the company named on page 1	
Signature <i>A. Faulkner</i>	Date 5-12-1978

Signed by or on behalf of the subscribers of the Memorandum of Association*

* as required by
section 21(3) of
the Companies
Act 1976

Signature *R. J. Gibson* (Subscriber)(Agent)† Date 2nd NOVEMBER 1978

† delete as
appropriate

Signature *R. J. Gibson* (Subscriber)(Agent)† Date 2nd NOVEMBER 1978

Signature (Subscriber)(Agent)† Date

Notes

1 If the spaces on pages 2 and 3 provide insufficient space, the names and particulars must be entered on the prescribed continuation sheet(s).

2 Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. 'Christian name' includes a forename, and 'surname' in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, its corporate name must be given.

3 In the case of an individual, any former Christian names and surname must be given in addition. The expression 'Christian name' includes a forename.

'Former Christian name' and 'former surname' do not include:

a In the case of a peer or a person usually known by a British Title different from his surname, the name by which he was known previous to the adoption of or succession to the title, or:

b In the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or

c In the case of a married woman, the name or surname by which she was known previous to the marriage.

4 Usual residential address must be given, or, in the case of a corporation, the registered or principal office.

5 The names of all bodies corporate incorporated in Great Britain of which the director is also a director must be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's

wholly-owned subsidiaries and its or their nominees. 'Director' includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors are accustomed to act.

6 Dates of birth need only be given in the case of directors of a company which is subject to section 185 of the Companies Act, 1948, namely a company which is not a private company, or which, being a private company, is the subsidiary of a body corporate incorporated in the United Kingdom which is neither a private company nor a company registered under the law relating to companies for the time being in force in Northern Ireland and having provisions in its constitution which would, if it had been registered in Great Britain, entitle it to rank as a private company.

7 Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.





CERTIFICATE OF INCORPORATION

No. 1408043

I hereby certify that

MANSIGN MINING EQUIPMENT LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the **8TH JANUARY 1979**

A handwritten signature in dark ink, appearing to read 'E. A. Wilson', written over the printed name.

E. A. WILSON

Assistant Registrar of Companies

G

THE COMPANIES ACTS 1948 TO 1976

Notice of passing of resolution
removing an auditor

Pursuant to section 14(6) of the Companies Act 1976

14

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

To the Registrar of Companies

Company number

1408043

For official use

119

Name of Company

MANSIGN MINING EQUIPMENT

Limited*

* delete if
inappropriatehereby gives you notice in accordance with subsection (6) of section 14 of the
Companies Act 1976 that by a resolution passed at a general meeting of the company

on 15TH SEPTEMBER 1983

Full name of
removed auditor

HOBSON, PHILLIPS + SHARPE

Principal place
of business of
removed auditor

of ALEXANDRA HOUSE, 43 ALEXANDRA STREET, NOTTINGHAM

was removed as auditor before the expiration of his term of office with effect from

† delete if
inappropriate

† [the passing of the resolution]

† delete or
complete as
appropriate

† [the 1ST OCTOBER 1983]

§ delete as
appropriate

Signed

[Director] [Secretary] § Date 15.9.83

Presenter's name, address and
reference (if any): FCM/SEW/AMCPeat, Marwick, Mitchell
& Co.
Kingswood House,
Felham Road,
Nottingham NG5 1APFor official use
General section

Postroom



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) 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

[] [] [] []

1408043

Name of company

* MANSIGN MINING EQUIPMENT LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as ~~beginning~~, or as having come, to an end is as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 0 7

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] ~~extended~~† and [is to be treated as having come to an end] ~~will come to an end~~† on

Day Month Year

3 1 0 7 1 9 8 8

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Signature]

[Director] ~~[Secretary]~~† Date 12.8.88

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

TWIL LIMITED

P O BOX 119

SHEPCOTE LANE

SHEFFIELD S9 1TY

For official Use
General Section

Post room

20/10/88
M

G

COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] []

1408043

Name of company

* MANSIGN MINING EQUIPMENT LTD

*Insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3 1 1 2

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 0

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~holding company~~† of TWIL LIMITED_____, company number 1261902the accounting reference date of which is 31.12

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed

Designation: DIRECTORDate 25.7.90

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

TWIL LTD (RFD)
PO Box 119
SHEPCOTE LANE
SHEFFIELD
S9 1TYFor official use
General Section

Post room

COMPANIES HOUSE
27 JUL 1990
M 40

KPMG Peat Marwick McLintock

140043

St. Nicholas House
31 Park Row
Nottingham NG1 6GR

Telephone (0602) 483444
Telex 378495 PMMNDT G
Telefax (0602) 483401
DX 10131 Netm

Private and Confidential

The Board of Directors,
Mansign Mining Equipment Limited,
Eagle Close,
Rolleston Drive,
Arnold,
Nottingham,
NG5 7FJ.

Our Ref: MJE/SRF/HS/4068/d

30th July, 1991

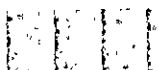
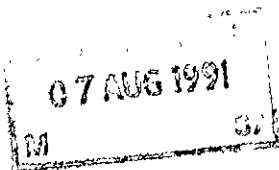
Dear Sirs,

We hereby give notice of our resignation as auditors of your company with effect from 1st July 1991.

In our opinion there are no circumstances connected with our resignation which we consider should be brought to the attention of members or creditors of the company.

Yours faithfully,

KPMG Paul Marwick McLintock



Member firm of
Hymond Peat Marwick McLintock

Authorized by the Institute of Chartered Accountants in England and Wales
to carry on investment business
The address for the purposes of Section 4, Business Names Act 1985 is 1 Finsbury Dock,
Blackwall, London E14 3PD at which a list of partners' names is available for inspection

COMPANY NO: 1408043

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF


MANSIGN MINING EQUIPMENT LIMITED

PASSED 30 MARCH 1993

At an Extraordinary General Meeting of the above-named company duly convened and held at Shepcote Lane, Sheffield on 30 March 1993 at 10.10 am the following Special Resolution was duly passed:-

SPECIAL RESOLUTION

That the regulations set forth in the printed document produced to this meeting and for the purposes of identification signed by the Chairman hereof, be and are approved and adopted as the Articles of Association of the company in substitution for and to the exclusion of all the existing articles thereof.


SECRETARY

PO Box 119
Shepcote Lane
Sheffield
S9 1TY



COMPANY NO: 1408043

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

OF

MANSIGN MINING EQUIPMENT LIMITED

ADOPTED BY SPECIAL RESOLUTION
PASSED 30 MARCH 1993

This is the printed document submitted to the Meeting of the shareholders of the Company held on 30 March 1993 and signed for the purposes of identification by the Chairman of the Meeting.


.....
Chairman

1. The Regulations contained in Table "A" in The Companies (Tables A to F) Regulations 1985 shall, with the exception of Regulations 24, 40, 64 and 94 which are hereby excluded and where Regulations are excluded or varied or are inconsistent with these Articles of Association, apply to the Company.
2. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.
3. Subject to Section 80 of the Companies Act 1985 or any direction to the contrary which may be given by ordinary or other resolution of the Company and subject to any other statutory provision, any unissued shares of the Company shall be at the disposal of the Directors who may offer, 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 and Section 89(1) of the Companies Act 1985 shall not apply.
4. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid Share.

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. The instrument for appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall prior to the time fixed for holding the Meeting or adjourned Meeting at which the person named in such instrument is authorised to vote be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting.

7. An instrument appointing a proxy may be in any usual or common form or in any form which the Directors may approve, and may be sent by telex or cable. Regulations 60-62 shall not apply.

8. A resolution in writing signed by the holder or holders of not less than 90 per cent in aggregate of the issued Ordinary shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

9. Unless and until otherwise determined by the Company in General Meeting the numbers of Directors shall be not less than two nor more than ten.

10. On any matter in which a Director is in any way interested in he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed and other than in a contract or arrangement relating to his own appointment to any other office or place of profit under the Company) may retain for his own absolute use and benefit all profits

and advantages directly or indirectly accruing to him thereunder or in consequence thereof Regulations 94 to 98 shall not apply.

11. So long as the Company is a subsidiary company of TWIL Limited (the Parent Company) within the meaning of section 736 of the Companies Act 1985, the Parent Company shall be entitled from time to time to nominate the Directors and to remove any Directors so nominated. The appointment or removal of a Director or Directors shall be effected by notice in writing signed by the Secretary of the Parent Company and served on the Company. The provisions of Regulations 73 to 80 inclusive of Table A shall not apply to Director or Directors so nominated. All the existing Directors shall be deemed to have been nominated by the Parent Company. Section 293 of the Companies Act 1985 relating to the age limit of Directors shall not apply to the Company.

12. The office of a Director shall be vacated in any of the events specified in Regulation 81 save that a Director shall vacate office under paragraph (e) of such Regulation only if in the circumstance therein mentioned the Directors by resolution so determine.

13. The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply.

14. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. 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 salary, percentage of profits or otherwise as the Directors may determine. The Directors shall repay to any Director all such reasonable expenses as

he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 82 shall not apply.

15. Regulation 84 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

16. 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 judgement 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 by him by the Court. Regulation 118 shall not apply.

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1408043

The Registrar of Companies for England and Wales hereby certifies that
MANSIGN MINING EQUIPMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SENTINEL GARDEN PRODUCTS LIMITED

Given at Companies House, Cardiff, the 13th January 1995



C01408043W

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



C O M P A N I E S H O U S E

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COMPANY NUMBER 1408043

THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
MANSIGN MINING EQUIPMENT LIMITED

(Passed on the 21st day of December 1994)

At an Extraordinary General Meeting of the Company duly convened and held on the 21st day of December 1994 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to SENTINEL GARDEN PRODUCTS LIMITED.

.....
DIRECTOR

