

SIMMONS MAGEE PLC

Company No. 1491475

Members' Written Resolution

Resolution in writing of all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company made under regulation 53 of Table A in the Companies (Tables A to F) Regulations (as amended) incorporated in the articles of association of the Company.

RESOLVED that the regulations contained in the document attached to this resolution and signed for the purpose of identification by or on behalf of each of the members be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Dated: 10 - 3 - 98

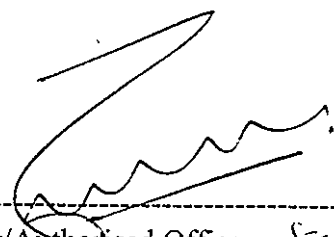
Member's Name

Signature

SIMMONS MAGEE

X  Y

Director



Director/Authorised Officer SECRETARY



Company No. 1491475

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SIMMONS MAGEE PLC

(Adopted by written resolution passed on

Preliminary

1. In these articles, "Table A" means Table A in the Companies (Tables A to F) Regulation 1985 as amended at the date of adoption of these articles. Reference to regulations are to regulations in Table A.
2. The regulations contained in Table A shall apply to the Company except to the extent that they are excluded or varied hereby and all other regulations which by virtue of any other statute would be regulations of the Company are hereby excluded.
3. In regulation 1, the words "and in articles adopting in whole or in part these regulations" shall be inserted after the word "regulations" in the first and last sentences.

Allotments of Shares

4. The directors are generally and unconditionally authorised during the period of five years from the date of adoption of these articles to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum amount equal to the nominal amount of the shares of the Company unallotted at the date of adoption of these articles. In accordance with section 95 of the Act the directors are empowered to allot equity securities pursuant to the authority contained in this article as if section 89(1) of the Act did not apply to the allotment.

Transfer of Shares

5. Whenever and so long as the Company shall be a wholly-owned subsidiary of another company then if the immediate holding company shall deliver to the Company a notice in writing signed by a director of the immediate holding company and stating that any share of the Company is held by the registered holder as the nominee of the immediate holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of the death or bankruptcy) and naming some other person as having been authorised by the immediate holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named in all respects as if the instrument were signed by the registered holder of the share or by his personal representative or trustee in bankruptcy. For the purposes of this article, the Company is a "wholly-owned subsidiary" of another company (the "immediate holding company") if the Company has no members except the immediate holding company and persons acting on behalf of the immediate holding company.
6. Subject to article 5, 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. The first sentence of regulation 24 shall not apply.

General Meetings

7. In regulation 37 the words "within the United Kingdom" shall not apply.

Notice of General Meeting

8. In regulation 38 the words "or a resolution appointing a person as a director" shall not apply.

Proceedings at General Meetings

9. No business shall be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business. Two members (or a sole member) present in person or by proxy or by corporate representative shall constitute a quorum. Regulation 40 shall not apply.
10. In regulation 42 "five" shall be substituted for "fifteen".
11. It shall not be necessary to give notice of an adjourned meeting and regulation 45 shall be varied accordingly.
12. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairman or by any member present in person or by proxy. Regulation 46 shall not apply.

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Votes of Members

13. Unless otherwise specified in the notice convening any meeting, an instrument appointing a proxy may be deposited at the registered office of the Company at any time before the time of the meeting or adjourned meeting or be tabled at the meeting or adjourned meeting and, in the case of a poll, may be deposited at the registered office of the Company at any time before the time for taking the poll or be tabled at the taking of the poll. Regulation 62 shall be extended accordingly.

Number of Directors

14. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and need not exceed one. If and so long as there is a sole director he may exercise all the powers vested in the directors by these articles or Table A. Regulation 64 shall not apply and in regulation 90 "any minimum number of directors fixed in accordance with these articles" shall be substituted for "the number of directors fixed as the quorum".

Alternate Directors

15. Any director (other than an alternate) may appoint any other director or any director of any holding company of the Company 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 so appointed by him. An alternate director may represent more than one director, and 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. Regulation 65 shall be extended accordingly.
16. An alternate director shall not be entitled to receive, in respect of his appointment as alternate director, any remuneration from the Company, except such part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct. Regulation 66 shall be varied accordingly.

Appointment, Retirement, Disqualification and Removal of Directors

17. No director shall be subject to retirement by rotation and regulation 73 to 80 (inclusive) shall not apply.
18. The directors may at any time and from time to time appoint any person who is willing to act to be a director of the Company either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any limit on the number of directors imposed under article 14.
19. 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.
20. Without prejudice to the Company's powers under section 303 of the Act, the office of a director shall be vacated if the Company by ordinary resolution so resolves and regulation 81 shall be extended accordingly.

21. No person shall be or become incapable of being appointed a director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.
22. A member or members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue shall have the power from time to time and at any time to appoint any person as a director either an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made in writing signed by the member or members making it (and in the case of such member being a corporation, signed by any one of its directors or a duly authorised representative on its behalf) and shall take effect when delivered to the registered office of the Company or when produced at a meeting of the directors.

Proceedings of the Directors

23. It shall be necessary to give notice of meetings of the directors to any directors or alternate directors who are absent from the United Kingdom. Regulations 66 and 88 shall be varied accordingly.
24. Except where there is only one director, the quorum for the transaction of the business of the directors shall be two. The first sentence of regulation 89 shall not apply.
25. The directors attending at any meeting of directors need not be present at one place provided that they are able to hear and communicate with each other by telephone or other instantaneous means throughout the proceedings and both the director or directors present at the place where the meeting is deemed to be held and the director or directors in communication are willing to treat the director or directors in communication as being present. Unless the directors determine to the contrary, the meeting shall be deemed to be held at the place where the majority of the directors attending are present or, if there is no majority in any one place, the place where the chairman of the meeting is present.
26. Regulation 93 shall apply as if the word "signed" included "approved by letter, telex or facsimile transmission".

Directors' Interests

27. A director may vote and act concerning any matter in which he has, directly or indirectly, an interest or duty whether or not the same is material and whether or not it conflicts or may conflict with the interests of the Company; and he shall be counted in the quorum present at any meeting of the directors or a committee of directors notwithstanding such interest or duty. Regulations 94 to 98 (inclusive) shall not apply.



The Seal

28. If the Company has a seal it shall be used only with the authority of the directors or of a committee of directors so authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. Regulation 101 shall not apply. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.

Notices

29. The last sentence of regulation 112 and the words "if any, within the United Kingdom" in regulation 116 shall not apply.

Indemnities and Insurance

30. Every director or other office 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 judgement 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 provided that this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act. Regulation 118 shall not apply.
31. The directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of and/or in the exercise of purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

