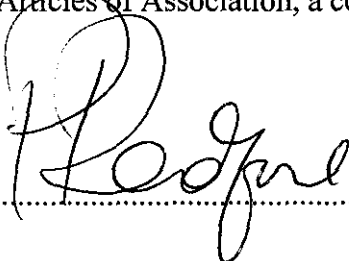


Company Number: 1806977

MYCOAL WARM PACKS LTD

Written Resolution of the members of the above named Company pursuant to Section 381A of the Companies Act 1985 and Regulation 73A of Part 1 of Table A in the first schedule to the Companies Act 1948.

That the existing Articles of Association of the Company be deleted in their entirety and replaced with new Articles of Association, a copy of which is annexed hereto.



P D Radford



R V Aylott

} Members

 November 2001



Company Number 1806977

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

of

Mycoal Warm Packs Ltd

(Incorporated on the 9th day of April 1984)

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MYCOAL WARM PACKS LTD

(Adopted by Written Resolution of
the Members dated 30 November 2001)

PRELIMINARY

- 1.1. 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 (in these Articles referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied in these Articles. Regulations 8 and 64 of Table A shall not apply to the Company; and in addition to the remaining Regulations of Table A, as varied by these Articles, the following shall be the Articles of Association of the Company.
- 1.2. In these Articles "the Act" means the Companies Act 1985 but so that reference 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.

SHARES

- 2.1. Subject to Article 2.2 all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- 2.2. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the Company's authorised share capital at the date of adoption of these Articles; and that this authority shall expire on the fifth anniversary of the date of adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.
- 2.3. The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

2.4. In accordance with Section 91 of the Act, Section 89 (1) and Section 90 (1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid 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 (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect of that Share.

GENERAL MEETING

4. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Regulation 38 of Table A shall be modified accordingly.
5. 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, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
6. Regulation 41 of Table A shall be read and construed as if the last sentence ended with the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Regulation 89 of Table A shall be modified accordingly.
8. If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Regulations 73 to 75 (inclusive) of Table A shall not apply to any Permanent Director. At any time when an elective resolution to dispense with the holding of annual general meetings is in force, Regulations 73 to 75 (inclusive) of Table A shall not apply to any Director.
9. The Directors may exercise all the powers of the Company to borrow 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 a third party.

10. Subject to the provisions of the Act and pursuant to Section 310(3)(a) of the Act the Directors may exercise all the powers of the Company to purchase and maintain any policy of insurance for any director, other officer or auditor of the Company against any such liability as is referred to in Section 310(1) of the Act.
11. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested, including a contract for the purchase and maintenance of a policy of insurance for his benefit in accordance with Article 10, or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 94 of Table A shall be modified accordingly.

SEAL

- 12.1. If the Company has a seal it shall only be used with the authority of the Directors or of a committee of 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 second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- 12.2. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

INDEMNITY

13. Subject to the provisions of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

14. 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; and Regulation 24 of Table A shall be modified accordingly.