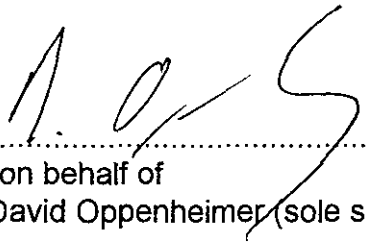


**WRITTEN SPECIAL RESOLUTIONS OF THE
SOLE SHAREHOLDER OF RIVERS MACHINERY LIMITED ("the Company")
(Company Number 2188798)**

IT IS RESOLVED THAT:

1. the capital of the Company be increased from £500,000.00 to £900,000.00 by the creation of 400,000 preference shares of £1.00 each.
2. the existing Articles of Association of the Company be deleted in their entirety and that, in the place of those Articles, the Articles of Association attached and initialled by the Chairman for the purposes of identification be adopted by the Company.

Dated: 27th February 2001

Signed.....
by and on behalf of
Ralph David Oppenheimer (sole shareholder)



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Company Number 2188798

Elective Resolution of Rivers Machinery Limited ("the Company")

Resolutions of the members of the Company
passed unanimously on 27th February 2001

ELECTIVE RESOLUTION

That the directors are generally and unconditionally authorised for the purpose of Section 80A of the Companies Act 1985 ("the Act") to allot:-

1. unissued ordinary shares of the Company up to a maximum aggregate nominal amount of £500,000.00; and
2. unissued preference shares of the Company up to a maximum aggregate nominal amount of £400,000.00.

Dated the 27th day of February 2001

Signed.....

Director for and on behalf of
Rivers Machinery Limited

The Companies Act 1985

(As amended by the Companies Act 1989)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of RIVERS MACHINERY LIMITED

(COMPANY NO. 2188798)

PRELIMINARY

1.

- (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as 'Table A'), shall apply to the Company.
- (b) Regulations 24,35,40,73,74,75 and 77 to 81 inclusive of Table A shall not apply to the Company.
- (c) The expressions "relevant securities" and "equity securities" wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARES

- 2 The share capital of the Company is £900,000.00 divided into 400,000 preference shares of £1.00 each and 500,000 ordinary shares of £1.00 each.

The rights attaching to the respective classes of shares shall be as follows:

2.1 *Income*

The profits of the Company available for distribution shall be applied as follows:

2.1.1 First in paying to the holders of the preference shares a cumulative preferential net cash dividend (hereinafter in these articles referred to as "the Preference Dividend") calculated as a percentage of the par value of each share as follows:

(a) at 1% per annum above the Base Lending Rate of Barclays Bank Plc from time to time until 31st December 2003 and thereafter

(b) at 4% per annum above the Base Lending Rate of Barclays Bank Plc from time to time

accruing from the date of subscription for the preference shares and payable half yearly on 1st January and 1st July, the first such payment to be made on 1st July 2001.

2.1.2 Thereafter, if so resolved by the Directors, to the holders of ordinary shares. However, no dividend shall be declared or paid to the holders of ordinary shares in respect of any financial year of the Company unless and until:

2.1.2.1 the Preference Dividend (if any) has been paid in full in respect of that financial year and in respect of all previous financial years of the Company;

2.1.2.2 all preference shares which have fallen due for redemption have been redeemed

2.1.3 Every dividend shall be distributed to the appropriate shareholders pro-rata according to the amounts paid up or credited as paid up on the shares held by them respectively and shall accrue on a daily basis.

2.1.4 Unless the Company has insufficient profits available for distribution and the Company is thereby prohibited from paying dividends by the Act the Preference Dividend shall (notwithstanding regulations 102 to 108 inclusive contained in Table A or any other provision of these articles and in particular notwithstanding that there has not been a recommendation of the directors or resolution of the Company in general meeting) be paid immediately on the due date and if not then paid shall be a debt due by the Company and be payable in priority to any other dividend.

2.2 *Capital*

On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:

2.2.1 first in paying to the holders of the preference shares £1.00 per share together with a sum equal to any arrears or accruals of the Preference Dividend calculated down to the date of the return of capital; and

2.2.2 the balance of such assets shall be distributed amongst the holders of the ordinary shares in proportion to the amounts paid up or credited as paid up.

2.3 *Redemption*

2.3.1 Subject to the provisions of the Act and Article 2.3.2A, the preference shares shall be redeemed in the proportions and on the dates set out below:

Redemption date Number of shares redeemable

30 June 2002	50,000
30 June 2003	50,000
30 June 2004	50,000
30 June 2005	50,000
30 June 2006	50,000
30 June 2007	50,000
30 June 2008	50,000
30 June 2009	50,000

and any shares not redeemed upon the due date shall be redeemed forthwith upon redemption becoming permissible under the Act.

2.3.2 The Company shall have the right by notice served in writing on the holders of the preference shares to redeem all or part of the preference shares at any time before a Redemption Date. The provisions of Articles 2.3.3 and 2.3.4 shall apply to such redemptions as if the date specified for redemption in the notice were a Redemption Date

2.3.2A In any year after 2001, if the Company's profit figure as shown in the profit and loss account in the Company's audited accounts, as approved by the Directors pursuant to section 233 of the Act in that year, exceeds £100,000, before any deductions for tax, the number of preference shares that shall be redeemed in that year shall not be the number set out at Article 2.3.1 but will be equal to the nearest whole number obtained by dividing the profit figure by two. The Company will use its best endeavours to ensure that the Company's audited accounts are approved by the Directors by 30th June in each year.

2.3.3 On the dates fixed for any redemption the Company shall pay to each registered holder of preference shares the amount payable in respect of such redemption and upon receipt of that amount each such holder shall surrender to the Company the certificate for his shares which are to be redeemed in order that they may be cancelled provided that if any certificate so surrendered includes any shares not redeemable at that time the Company shall issue a fresh certificate for the balance of the shares not redeemable to the holder.

2.3.4 The Company shall pay on each of the preference shares so redeemed the sum of £1.00 and shall contemporaneously pay any arrears or accruals of the Preference Dividend calculated to the date of redemption and in the absence of any direction to the contrary by the holder of the relevant preference share any moneys paid on redemption of such share shall relate first to the said arrears and accruals of Preference Dividend. The Preference Dividend shall cease to accrue from the date of payment of the redemption moneys

3.

(a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in

pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital with which the Company was incorporated, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

- (ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.
 - (b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.
 - (c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.
4. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

5.

- (a) No share shall be issued at a discount.
- (b) The Company shall not have power to issue share warrants to bearer.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

6. Subject to the provisions of Part V of the Act -

- (a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.
- (b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

LIEN

7. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

9. 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. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".
10. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".
- 11.
- (a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."
 - (b) In regulation 59 of Table A, the second sentence shall be omitted.

- (c) The holders of the preference shares shall be entitled to receive notice of all general meetings but shall not by reason of such holding be entitled to attend or vote thereat and Regulation 54 of Table A shall be amended accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act.
13. The Directors may 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.
14. In addition and without prejudice to the provisions of Section 303 of the- Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, 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. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.
15. The office of a Director shall be vacated if -
- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonds or other person to exercise powers with respect to his property or affairs;
 - (d) he resigns his office by notice to the Company.

PROCEEDINGS OF DIRECTORS

16. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 64 of Table A for the word "two" there shall be substituted the word "one".
17. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

BORROWING POWERS

18. 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, subject to Section 80 of the Act, 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.

DIRECTORS' INTERESTS

19. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

INDEMNITY

20. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer 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.

SECRETARY

21. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.