

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| |
|---------|
| 2531757 |
|---------|

Name of company

* insert full
name of Company

| |
|------------------------------|
| * MASTERCOUNT LIMITED |
|------------------------------|

I, DAVID STEWART HODGSON, signing on behalf

of SWIFT INCORPORATIONS LIMITED

2 BACHES STREET

LONDON N1 6UB

† delete as
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor-engaged in the formation of the-~~
~~company~~]† [person named as director or secretary of the company in the statement delivered to
the registrar under section 10(2)† and that all the requirements of the above Act in respect of the
registration of the above company and of matters precedent and incidental to it 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 11, SHIP STREET

BRECON,

POWYS

Declarant to sign below

The 30th day of July 1990

before me 



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

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

For official use

New Companies Section

Post room



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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

* insert full name
of company

| |
|-------------------------------------|
| * MASTERCOUNT LIMITED |
|-------------------------------------|

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

| | |
|-----------------|--------|
| 2 BACHES STREET | |
| LONDON | |
| | |
| Postcode | N1 6UB |

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



| | |
|-----------------------|---------|
| JORDAN & SONS LIMITED | |
| 21 ST THOMAS STREET | |
| BRISTOL | |
| Postcode | BS1 6JS |

Number of continuation sheets attached (see note 1)

| |
|--|
| |
|--|

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

For official use

General Section

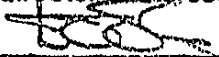
Post room

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DIRECTOR

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 (note 2) are as follows:

Please do not
write in
this margin

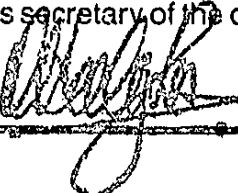
| | | | |
|---|----------|---|--|
| Name (note 3) INSTANT COMPANIES LIMITED | | Business occupation COMPANY REGISTRATION AGENT | |
| Previous name(s) (note 3) NONE | | Nationality UK REGISTERED | |
| Address (note 4) 2 BACHES STREET | | Date of birth (where applicable) (note 6) | |
| LONDON | | | |
| | Postcode | N1 6UB | |
| Other directorships † NONE | | | |
| | | | |
| | | | |
| | | | |
| I consent to act as director of the company named on page 1 | | | |
| Signature  | | (Authorised Signatory) Date 30. 07. 90 | |


† enter particulars
of other
directorships
held or previously
held (see note 5)
if this space is
insufficient use a
continuation sheet.

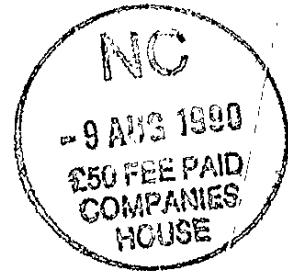
SECRETARY

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:

Please do not
write in
this margin

| | |
|---|--|
| Name (notes 3 & 7) SWIFT INCORPORATIONS LIMITED | |
| Previous name(s) (note 3) NONE | |
| Address (notes 4 & 7) 2 BACHES STREET | |
| LONDON | |
| | Postcode N1 6UB |
| I consent to act as secretary of the company named on page 1 | |
| Signature  | (Authorised Signatory) Date 30. 07. 90 |

| | |
|---|-----------------|
| Signature of agent on behalf of subscribers  | Date 30. 07. 90 |
|---|-----------------|



**A PRIVATE COMPANY
LIMITED BY SHARES**

Memorandum and Articles of Association

1. The Company's name is

MASTERCOUNT LIMITED

2. The Company's registered office is to be situated in England & Wales.

3. The Company's objects are :-

(a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of

exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other

body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

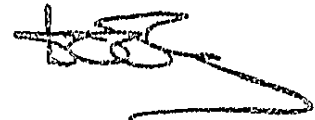
4. The liability of the Members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

| Names and Addresses of Subscribers | Number of shares taken by each Subscriber |
|------------------------------------|---|
|------------------------------------|---|

| | |
|--|-------|
| For and on behalf of 1. Instant Companies Limited 2 Baches Street London N1 6UB | - One |
|--|-------|



| | |
|---|-------|
| For and on behalf of 2. Swift Incorporations Limited 2 Baches Street London N1 6UB | - One |
|---|-------|



| | |
|--------------------|-------|
| Total shares taken | - Two |
|--------------------|-------|

Dated 30. 07. 90

Witness to the above signatures, Terry Jayne
2 Baches Street
London N1 6UB



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) 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.

(d) 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 and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, 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 indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. 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 Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and 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.

6. (a) 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.

(b) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) 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 determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and

subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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 any third party.

ALTERNATE DIRECTORS

9. (a) 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, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, 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 any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

10. (a) The Directors may exercise the powers of the Company conferred by Clause 3(1) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

12. (a) 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 Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) 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. (a) Every Director or other officer or Auditor 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 judgment 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, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article

shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have 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 from and after the bringing in to force of Section 137 of the Companies Act 1989.

(c) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

Names and addresses of Subscribers

For and on behalf of

1. Instant Companies Limited,
2 Baches Street,
London. N1 6UB

For and on behalf of

2. Swift Incorporations Limited,
2 Baches Street,
London. N1 6UB

Dated 30. 07. 90

Witness to the above Signatures:- Terry Jayne,
2 Baches Street,
London. N1 6UB



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2531757

I hereby certify that

MASTERCOUNT LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 16 AUGUST 1990

A handwritten signature in cursive script, reading "G.J. Stagg (Mrs)".

MRS. G.J. STAGG

an authorised officer

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

MASTERCOUNT LIMITED

(Registered No. 2531757)

At an Extraordinary General Meeting of the Company duly convened and held on 31st October 1990 the following resolution was passed as an Ordinary Resolution:-

"THAT the authorised share capital of the Company be and is hereby increased from £1,000 to £100,000 by the creation of an additional 99,000 new Ordinary Shares of £1 each, such shares to rank pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company."

A.J.O. Hoskins
.....
A.J.O. Hoskins
Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW



89134C

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 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

[illegible]

2531757

Name of company

* MASTERCOUNT LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 31 OCTOBER 1990 the nominal capital of the company has been increased by £ 99,000 beyond the registered capital of £ 1,000.

§ the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.⁵

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

Pari passu in all respect with the existing issued Ordinary Shares of £1 each.

Please tick here if
continued overleaf

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

Signed

Designation: Secretary

Date 16/11/90

Presenter's name address and
reference (if any):
Freshfields
Whitefriars
65 Fleet Street
London
EC4Y 1HS
Ref: JPLD/CAW

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General Section

Post room

COMPANIES HOUSE
20 NOV 1990
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THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

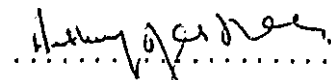
of

MASTERCOUNT LIMITED

(Registered No. 2531757)

At an Extraordinary General Meeting of the Company duly convened and held on 31st October 1990 the following resolution was passed as a Special Resolution:-

"THAT the Directors be and are hereby empowered to allot equity securities pursuant to the authority conferred by Resolution No. 2 set out in the Notice of this Meeting as if Article 2(b) of the Articles of Association of the Company did not apply to such allotment."


A.J.O. Hoskins
Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW

89132C



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

MASTERCOUNT LIMITED

(Registered No. 2531757)

At an Extraordinary General Meeting of the Company duly convened and held on 31st October 1990 the following resolution was passed as an Ordinary Resolution:-

"THAT the Directors be and are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot relevant securities (within the meaning of s80 of the Companies Act 1985) up to an aggregate nominal amount of £99,998 provided that this authority shall expire on 31 October 1990."

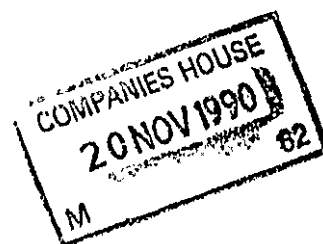
A.J.O. Hoskins.
.....
A.J.O. Hoskins
Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW

89133C



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

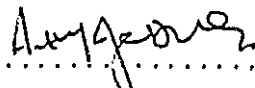
of

MASTERCOUNT LIMITED

(Registered No. 2531757)

At an Extraordinary General Meeting of the Company duly convened and held on 31st October 1990 the following resolution was passed as a Special Resolution:-

"THAT the Memorandum of Association of the Company be and is hereby altered, as respects the objects of the Company, by deleting Clause 3(a) thereof and substituting therefor the paragraph set out in the document marked 'A' and signed for identification by the Chairman of the Meeting."


.....

A.J.O. Hoskins
Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW

89131C



Amended.

"A"

THE COMPANIES ACT 1985

NEW PRINCIPAL OBJECTS CLAUSE
OF MASTERCOUNT LIMITED

- 3(a) Principally, to acquire and take over as a going concern the business now carried on by the Edinburgh Crystal Division of Coloroll Tableware Limited and all or any of the property, undertaking, assets and liabilities of the proprietors of that business in connection therewith, and to carry on in succession to Coloroll Tableware Limited all or any of the activities and operations of the said Edinburgh Crystal Division, including, without limitation, the activities of manufacturers, importers, exporters, wholesalers, retailers and otherwise as dealers in any and all kinds of glass, china, pottery, porcelain, and other goods; and as glass blowers, benders, bevellers, polishers, silverers, embossers, engravers, artists, potters, glaziers, refiners, workers and manufacturing chemists.

87156C

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

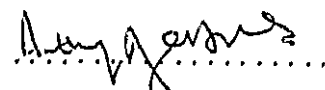
of

MASTERCOUNT LIMITED

(Registered No. 2531757)

At an Extraordinary General Meeting of the Company duly convened and held on 7th November 1990 the following resolution was passed as an Ordinary Resolution:-

"THAT the authorised share capital of the Company be and it is hereby increased from £100,000 to £3,500,000 by the creation of an additional 1,400,000 new Ordinary Shares of £1 each, such shares to rank pari passu in all respects with the existing issued Ordinary Shares of £1 each in the capital of the Company, and 2,000,000 10% Cumulative Redeemable Preference Shares of £1 each, such shares having the respective rights set out in the new Articles of Association of the Company to be adopted pursuant to Resolution No. 3 set out in the Notice of this Meeting."


A.J.O. Hoskins
Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW

89130C



**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 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

| | | | | |
|--|--|--|--|--|
| | | | | |
|--|--|--|--|--|

2531757

Name of company

* MASTERCOUNT LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 7 NOVEMBER 1990 the nominal capital of the company has been
increased by £ 3,400,000 beyond the registered capital of £ 100,000.

5 the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

The increase in capital comprises:

- (a) 1,400,000 new Ordinary Shares of £1 each ranking pari passu in
all respects with the existing issued Ordinary Shares of £1 each; and
- (b) 2,000,000 10% Cumulative Redeemable Preference Shares of £1 each,
having the rights summarised overleaf.

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriateSigned *A. J. Jones*

Designation‡

Secretary

Date 16/11/90Presenter's name address and
reference (if any):

Freshfields
Whitefriars
65 Fleet Street
London
EC4Y 1HS
Ref: JPLD/CAW

For official Use
General Section

Post room



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

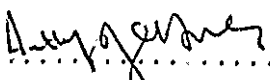
of

MASTERCOUNT LIMITED

(Registered No. 2531757)

At an Extraordinary General Meeting of the Company duly convened and held on 7th November 1990 the following resolution was passed as a Special Resolution:-

"THAT the Directors be and they are hereby empowered to allot shares pursuant to the authority conferred by Resolution No. 2 set out in the Notice of this Meeting as if Article 7(1) of the new Articles of Association of the Company to be adopted pursuant to Resolution No. 3 set out in the Notice of this Meeting did not apply to such allotment."



A.J.O. Hoskins

Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW

89137C



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

MASTERCOUNT LIMITED

(Registered No. 2531757)

At an Extraordinary General Meeting of the Company duly convened and held on 7th November 1990 the following resolution was passed as an Ordinary Resolution:-

"THAT the Directors be and they are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £2,500,000, provided that this authority shall expire on 30 November 1990."


.....

A.J.O. Hoskins

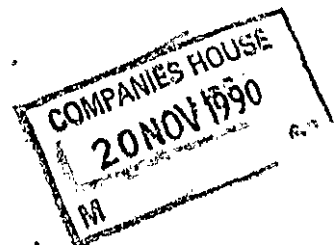
Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW

89129C



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

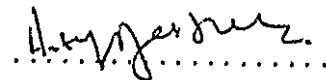
of

MASTERCOUNT LIMITED

(Registered No. 2531757)

At an Extraordinary General Meeting of the Company duly convened and held on 7th November 1990 the following resolution was passed as a Special Resolution:-

"THAT the regulations set out in the document produced to the Meeting marked 'A' and signed for identification by the Chairman be and they are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company."



A.J.O. Hoskins

Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW

89135C



" A "

[Signature]

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

MASTERCOUNT LIMITED

Registered No. 2531757

(adopted by Special Resolution passed

on 7th November 1990)

PRELIMINARY

1. In these Articles of Association and (where appropriate) in Table A:-

| | |
|---------------------------|---|
| "Act" | means the Companies Act 1985 (as amended); |
| "Board" | means the Directors or any of them acting as a Board of Directors of the Company; |
| "Directors" | the directors of the Company from time to time; |
| "Ordinary Shares" | means the Ordinary Shares of £1 each in the capital of the Company; |
| "Ordinary Shareholders" | means the holders for the time being of the Ordinary Shares; |
| "Preference Shares" | means the Cumulative Redeemable Preference Shares of £1 each in the capital of the Company; |
| "Preference Shareholders" | means the holders for the time being of the Preference Shares; |

"Table A"

Table A in the Companies (Tables A to F) Regulations 1985 (as amended prior to the date hereof).

2. Where the context so admits references in these Articles to any statute or statutory provision shall be construed as if they referred also to that statute or statutory provision as amended, re-enacted or consolidated from time to time.

3. The regulations contained in Table A shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with the Articles hereinafter contained.

SHARE CAPITAL

4. The authorised share capital of the Company is £3,500,000 divided into 1,500,000 Ordinary Shares of £1 each and 2,000,000 Cumulative Redeemable Preference Shares of £1 each. The Ordinary Shares and the Preference Shares are separate classes of shares.

5. The rights, as regards participation in the profits and assets of the Company, and as regards redemption and voting, of the several classes of shares in the capital of the Company are as follows:-

(1) As regards Income

Subject to the Act, the profits of the Company available for distribution in any financial year shall be distributed amongst the holders of the Ordinary Shares and the Preference Shares as follows:-

- (a) The Preference Shareholders shall be entitled (in priority to any application of profit for the benefit of any other class of shares and before any setting aside or appropriation of profit for any other purpose) to a fixed cumulative preferential dividend at the rate specified in sub-paragraph (b) below (the "Preference Dividend") calculated on a daily basis and payable

half yearly in equal amounts on 30th June and 31st December in each year, the first such payment to be made on 31st December 1990 to the Preference Shareholders on that date in respect of the period commencing on the date of issue of such Preference Shares and ending on that date, and each successive dividend thereafter shall (unless these Articles otherwise provide) be in respect of the six month period to and including the relevant dividend payment date.

- (b) The Preference Dividend (net of any associated tax credit) on each Preference Share shall be at a rate of ten pence per Preference Share per annum. Such dividend shall accrue from day to day.
- (c) If in any financial year of the Company there shall not be sufficient profits of the Company available for distribution, then any amount unpaid in respect of the Preference Dividend shall be paid as soon as the Board considers that the profits available for distribution are sufficient to cover such payment and no dividend shall be proposed, declared or paid on any other class of share in the capital of the Company, nor any other return of capital made, unless and until all arrears of the Preference Dividend have been paid.
- (d) Subject to the provisions of the preceding sub-paragraphs (a), (b) and (c), any remaining profits available for distribution which the Company determines to distribute in any financial year shall be distributed amongst the Ordinary Shareholders.

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 of the relevant class of shares held by them respectively (including any premium) and shall accrue on a daily basis from the respective dates of issue of such shares.

(2) As regards Capital

In the event of a winding up of the Company or upon a reduction or return of capital (except upon the redemption or the purchase by the Company of any shares of any class), the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding up or reduction or return of capital shall be applied in the following manner and order of priority:-

- (a) First, in paying to the Preference Shareholders a sum equal to all unpaid arrears or accruals of any Preference Dividend (whether such dividends have been earned or declared or not) calculated down to and including the date of repayment.
- (b) Secondly, and subject to the provisions of the preceding sub-paragraph (a), in paying to the Preference Shareholders the sum of £1 on each such share or, in the case of any such share which is not fully paid, the nominal amount paid up or credited as paid up on each such share.
- (c) Thirdly, and subject to the provisions of the preceding sub-paragraphs (a) and (b), in distributing the balance amongst the Ordinary Shareholders in proportion to the amounts paid up or credited as paid up on the shares held by them (including any premium).

(3) As regards Redemption

- (a) Subject to the provisions of the Act and to sub-paragraph (e) below, the Company shall redeem the Preference Shares for the time being issued and outstanding upon 28 days written notice given to the Company at any time by the holders of the majority of the issued Preference Shares, to the extent set out in such notice.

- (b) Not less than 14 days prior to redemption of any Preference Shares under sub-paragraph (a), the Company shall give notice to the Preference Shareholders specifying the number of Preference Shares to be redeemed on that occasion, the number of such holder's Preference Shares to be redeemed in accordance with sub-paragraph (c), the applicable redemption date and the place at which the certificates of such shares are to be presented for redemption. Upon such redemption date each of the Preference Shareholders shall be bound to deliver to the Company at such place the certificates (or such indemnity in lieu thereof as the Company may reasonably require) in respect of such of the Preference Shares concerned as are held by him. Upon such delivery the Company shall pay to such holder the amount due to him in respect of such redemption. If any certificate so delivered to the Company includes any Preference Shares not to be redeemed on the relevant redemption date, a fresh certificate for such Shares shall be issued free of charge to the holder delivering such certificate to the Company.
- (c) The Preference Shares to be redeemed on any occasion shall be selected, as nearly as may be, pro rata from the holdings of each Preference Shareholder.
- (d) On each such redemption the holders of the Preference Shares being redeemed shall be paid the sum of fl per Preference Share together with a sum equal to any arrears or deficiency or accruals of dividend (whether earned or declared or not) calculated down to and including the date of such redemption.
- (e) If the Company is unable in accordance with the Act to redeem the number of Preference Shares to be redeemed on any occasion pursuant to this Article 5(3), the Company shall thereupon redeem such number of Preference Shares, if any, as it is then able to redeem in accordance with the Act and shall so redeem

the balance as soon thereafter as it is able so to do and sub-paragraph (c) shall apply accordingly.

(4) As regards Voting

Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares, at any general meeting of the Company, on a show of hands every Ordinary Shareholder who is present in person shall have one vote and on a poll every Ordinary Shareholder who is present in person or by proxy shall have one vote for every Ordinary Share of which he is the holder. Preference Shareholders shall be entitled to receive notice of and to attend any General Meeting, but shall not be entitled to vote on any resolution to be proposed thereat. The Chairman of any Meeting shall not have a casting vote.

CLASS RIGHTS

6.(1) Whenever the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of issue of the shares of that class) only be varied or abrogated, whether or not the Company is being wound up, with the consent in writing of all of the holders of the issued shares of the class. All the provisions of these Articles and of Table A as applicable to the Company relating to General Meetings shall, mutatis mutandis, apply to every such separate General Meeting. The necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class or, at any adjourned meeting of such holders, those members who are present in person or by proxy, whatever their holdings. The holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

(2) Subject to paragraph (1) of this Article, the rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of the shares of that class, be deemed

varied by the creation or issue of further shares ranking in priority to or pari passu therewith.

ISSUE OF SHARES

7.(1) Without prejudice to Article 6 of these Articles, any shares in the capital of the Company which are for the time being unissued shall be available for issue as shares ranking pari passu in all respects with the existing shares of the same class in the Company and shall, before issue, be offered to the holders of shares of the same class in the Company. The offer, which shall be by notice in writing (in this Article called "the Offer Notice"), shall be on identical terms for each of such holders, shall specify the number of shares offered and the price per share (in this Article called "the Issue Price") and shall invite each of such holders to state in writing within a period of 10 days whether he is willing to take any, and if so what maximum, number of the shares so offered. At the expiration of such 10 day period the Board shall allot the shares so offered to or amongst the persons who have notified their willingness to take any shares comprised in the Offer Notice provided that, to the extent that persons have notified their willingness in the aggregate to take more shares than the number on offer, such shares shall be allocated as nearly as possible in proportion to the existing holdings of shares of that class held by the applicants for such shares at the date of the Offer Notice, provided that no person shall be allocated more shares than he shall have notified his willingness to take.

(2) Any of the shares comprised in the Offer Notice which are not taken up pursuant to paragraph (1) of this Article may be disposed of by the Board in such manner as they think most beneficial to the Company on terms no more favourable to the offeree than those on which such shares were offered under the provisions of that paragraph. The Board may in like manner dispose of any such shares 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 Board be conveniently offered in manner hereinbefore provided.

(3) Any holder of shares of the relevant class for the time being may waive the rights conferred upon him by this Article in relation to any proposed issue of shares by giving his consent in writing.

(4) Unless the Company in General Meeting by ordinary resolution shall otherwise determine, no shares in the Company shall be allotted on terms that the right to the same may be renounced by the allottees.

(5) Subject to any restrictions contained herein and the Act, any shares unissued at the date of the adoption of these Articles shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper in the period expiring five years from the date of adoption of these Articles.

(6) The provisions of section 89(1) and section 90(6) of the Act shall not apply to the Company.

TRANSFER OF SHARES

8. The Directors shall register any transfer of shares in the Company approved in writing by the holder of the majority of the issued Ordinary Shares.

9. Save as set out in Article 8, the Directors shall not register any transfer of shares in the Company and no member shall purport to transfer or otherwise deal in the legal title to or any beneficial or other interest in any share in the capital of the Company, unless such transfer or dealing has been approved in writing by the holder of the majority of the issued Ordinary Shares.

DIRECTORS

10.(1) Unless and until otherwise determined by ordinary resolution of the Company the number of Directors shall not be less than two nor more than ten. Regulation 64 of Table A shall not apply to the Company.

(2) A Director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a Director by reason of his attaining the age of seventy or any other age.

(3) A Director shall not require a share qualification but shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the capital of the Company.

11. Subject always to the limit specified in Article 10(1), the Company from time to time may (without prejudice to the powers of the Directors under regulation 79 of Table A) by ordinary resolution appoint any person to be a Director and determine the period for which such person is to hold office and remove any Director.

12.(1) The holder of the majority of the Ordinary Shares for the time being shall be entitled to appoint any person as a Director and from time to time to remove from office any such Director and to appoint another person or persons in his place. Any such appointment or removal shall be in writing served on the Company. Any such notice shall take effect upon receipt at the Company's registered office and, in the case of appointment of a director, subject only to the person so nominated signing a consent to act as a director, appointment of such a person shall be effected automatically by the receipt of such a notice.

(2) At meetings of the Board, the Directors appointed pursuant to Article 12(1) shall be entitled, if acting and voting together on any resolution, or individually in the absence of one of them, to a number of votes which is one more than the number of votes exercisable by the other members of the Board (if greater than the number of votes to which such

Directors would otherwise be entitled). The chairman shall not have a casting vote.

(3) Regulations 73 to 75 (inclusive) of Table A and the references in Regulations 76 to 79 (inclusive) of Table A to retirement by rotation shall not apply to the Company.

(4) The Company shall pay reasonable remuneration to any Director appointed pursuant to Article 12(1).

ALTERNATE DIRECTORS

13.(1) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment. 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 Board agrees otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. 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 or if his appointor shall cease for any reason to be a Director.

(2) An alternate Director shall not be entitled so such to receive any remuneration from the Company except only 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, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(3) An alternate Director shall be entitled to receive notices of all meetings of the Board and of any committee of the Board of which his appointor is a member and to attend and to vote as a Director at any such

meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings. An alternate Director appointed by a Director appointed pursuant to Article 12(1) shall be entitled to exercise the voting rights conferred upon such Director by Article 12(2). A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Board or any committee of the Board to the number of votes to which every Director whom he represents would be entitled in addition to his own vote (if any) as a Director.

(4) An alternate Director shall not require a share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the capital of the Company, in either case, if his appointor is not present.

(5) Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company.

INTEREST OF DIRECTORS

14. A Director (including an alternate Director) who has duly declared his interest therein may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of deciding whether a quorum is present and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulations 94 and 95 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

15. A resolution in writing signed by all the Directors or their respective alternates, shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened and held and

may consist of several documents in like form each signed by one or more of the Directors.

16. The Board may delegate any of the powers vested in it to a committee or committees. At any meeting thereof, unless otherwise agreed in writing by the holder of the majority of the issued Ordinary Shares or by one of the Directors appointed pursuant to Article 12(1), the quorum shall include at least one of such Directors and the Director or Directors appointed pursuant to Article 12(1) shall be entitled, if acting and voting together on any resolution, or individually in the absence of one of them, to a number of votes which is one more than the number of votes exercisable by the other members of any such committee (if greater than the number of votes which to such Director or Directors would otherwise be entitled). The chairman shall not have a casting vote. Any committee so formed shall, in the exercise or any powers delegated to it, conform to any regulations that may be imposed upon it by the Board.

17. It shall not be necessary to give notice of a meeting of the Directors or of a committee of the Directors to any Director who, being absent from the United Kingdom, has not notified to the secretary of the Company an address within the United Kingdom for this purpose. Regulation 88 of Table A shall be modified accordingly.

18. Unless otherwise determined by a resolution of the Board (including the consent of at least one of the Directors appointed pursuant to Article 12(1) or, in the absence of any such Director, the holder of the majority of the issued Ordinary Shares) meetings of the Board shall be held at least at monthly intervals. Reasonable notice of meetings of the Board accompanied by an agenda of the business to be transacted shall be given to all the Directors (and, if there are then no Directors appointed pursuant to Article 12(1), to the holder of the majority of the issued Ordinary Shares). The Board may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may,

and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board.

DISQUALIFICATION OF DIRECTORS

19. Regulation 81 of Table A as applicable to the Company shall be construed with the addition to paragraph (e) thereof of the words "unless he shall have appointed an alternate Director who has not been similarly absent during such period"; with the addition of "(f) if an order is made against him under any provision of the Company Directors Disqualification Act 1986"; and with the addition of "(g) if he is removed from office pursuant to Article 11 or Article 12(1)".

BORROWING POWERS

20. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party.

ADDITIONAL POWERS

21. Subject to the provisions of the Act and subject to Article 6, the Company may:-

- (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- (b) purchase its own shares (including any redeemable shares);
- (c) make a payment in respect of the redemption or purchase, under Section 159 or (as the case may be) Section 162 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or

the proceeds of a fresh issue of shares to the extent permitted by Section 171 of the Act.

GENERAL MEETINGS AND RESOLUTIONS

22. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies. Notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors of the Company and to any alternate Directors. It shall not be necessary to give any notice to the Auditors for the time being of the Company save in respect of the Annual General Meeting. Regulation 38 of Table A shall be varied accordingly.

23. No business shall be transacted at any General Meeting unless the holder of the majority of the issued Ordinary Shares is present in person, by proxy or by duly authorised representative. Regulation 40 of Table A shall be modified accordingly.

24. An instrument appointing a proxy in any common or usual form or in such other form as the Board may approve may be used in connection with any General Meeting of the Company.

25. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members and it (or any part thereof) may be in the form of a telex, facsimile or in any other legible form sent by any other similar method of transmission, and, unless the contrary shall be proved, it shall be deemed to be duly and validly signed by the person purporting to sign the same and whose name appears

in the text as the person signing the same. Regulation 53 of Table A shall not apply to the Company.

REPRESENTATIVES

26. Any person who is a member and who is also acting as the representative or proxy of a member or members or a person who is not a member and who is acting as the representative or proxy of two or more members or a person who is not a Director acting as an alternate Director for two or more Directors or who is a Director and who acts as an alternate Director may sign a written resolution of the members or the Directors (as the case may be) in more than one capacity, and he shall not be obliged to act in the same manner or to vote for or against such resolution in respect of each capacity in which he acts, but such a person who attends a General Meeting of the Company shall be counted once for each capacity in which he acts for the purpose of determining whether the quorum for the transaction of the business of the General Meeting exists.

QUORUM

27. The quorum for meetings of the Board shall be two. Unless otherwise agreed in writing by the holder of the majority of the issued Ordinary Shares or by one of the Directors (if any) appointed pursuant to Article 12(1), such quorum shall include at least one of such Directors.

28. For the purpose of determining whether a quorum of the Board exists for the transaction of the business of the Board:-

- (a) in the case of a resolution agreed by Directors in communication with one another by telephonic or by other electronic media, all such Directors shall be counted in the quorum and any resolution so agreed shall be as valid and effective as if passed at a meeting of the Board duly convened and held;

- (b) in the case of a meeting of the Board, in addition to the Directors present at the meeting, any Director in communication with such meeting in manner aforesaid shall be counted in the quorum and entitled to vote;
- (c) any person attending a meeting of the Board, or in communication with such a meeting in manner aforesaid, who is both a Director and is acting as an alternate Director or a person who is acting as an alternate Director for two or more of the Directors shall, for the purposes of the quorum, be counted as one for each such person for whom he is acting as an alternate Director and, if applicable, also be counted as a Director.

86106C



COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 9 months of
incorporation)**224**Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

2531757

Name of company

* MASTERCOUNT LIMITED

* Insert full name
of companygives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:**Important**The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 0 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

Designation‡

Date

21.11.90

Presenter's name address
telephone number and reference (if any):FRESHFIELDS
WHITEFRIARS
65 FLEET STREET
London
EC4Y 1HS

Ref: JPLD/CAW

For official use
D.E.B.

Post room

COMPANIES HOUSE

- 6 DEC 1990

M

34

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

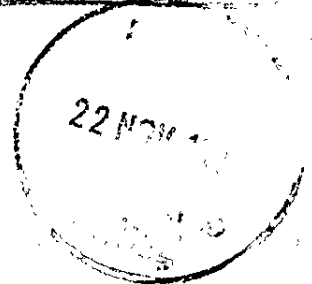


SPECIAL RESOLUTION

of

MASTERCOUNT LIMITED

(Registered No. 2531757)



At an Extraordinary General Meeting of the Company duly convened and held on 7th November 1990 the following resolution was passed as a Special Resolution:-

"THAT the name of the Company be changed to "The Edinburgh Crystal Glass Company Limited"."

A.J.O. Hoskins
.....

A.J.O. Hoskins

Secretary

Dated: 16th November 1990

Presented by:

Freshfields
Whitefriars
65 Fleet Street
London EC4Y 1HS
Ref: JPLD/CAW

89136C



NLO / P E 80 / 10526
174

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2531757

I hereby certify that

MASTERCOUNT LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**THE EDINBURGH CRYSTAL GLASS COMPANY
LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 3 JANUARY 1991

P. Bevan
P. BEVAN

an authorised officer

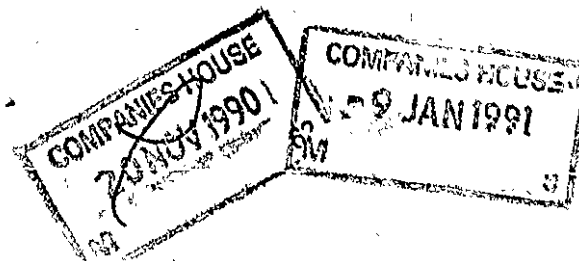
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
THE EDINBURGH CRYSTAL GLASS
COMPANY LIMITED
(Registered No. 2531757)

1. * The Company's name is "MASTERCOUNT LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. # The Company's objects are:-
 - (a) Principally, to acquire and take over as a going concern the business now carried on by the Edinburgh Crystal Division of Coloroll Tableware Limited and all or any of the property, undertaking, assets and liabilities of the proprietors of that business in connection therewith, and to carry on in succession to Coloroll Tableware Limited all or any of the activities and operations of the said Edinburgh Crystal Division, including, without limitation, the activities of

* By a Special Resolution passed on 7 November 1990 the Company resolved to change its name to "The Edinburgh Crystal Glass Company Limited".

As altered by a Special Resolution passed on 31 October 1990.



manufacturers, importers, exporters, wholesalers, retailers and otherwise as dealers in any and all kinds of glass, china, pottery, porcelain, and other goods; and as glass blowers, benders, bevellers, polishers, silverers, embossers, engravers, artists, potters, glaziers, refiners, workers and manufacturing chemists.

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or

company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world,

and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking of any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to

him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to

enable any such purchase schemes to be established or maintained.

- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agent, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and one of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other

sub-clause of this Clause, or by reference to or inference from the name of the Company.

- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
 - (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.
4. The liability of the Members is limited.
5. *The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

* The Company's authorised share capital has been altered as follows:

- (a) on 31 October 1990 the authorised share capital was increased to £100,000 by the creation of 99,000 new Ordinary Shares of £1 each;
- (b) on 7 November 1990 the authorised share capital was increased to £3,500,000 by the creation of 1,400,000 new Ordinary Shares of £1 each and 2,000,000 10% Cumulative Redeemable Preference Shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

| Names and addresses of Subscribers | Number of shares taken by each Subscriber |
|------------------------------------|--|
|------------------------------------|--|

| | |
|---|-------|
| 1. Instant Companies Limited, 2, Baches Street, London N1 6UB | - One |
|---|-------|

| | |
|---|-------|
| 2. Swift Incorporations Limited 2, Baches Street, London N1 6UB | - One |
|---|-------|

| | |
|--------------------|-------|
| Total shares taken | - Two |
|--------------------|-------|

Dated the 30th day of July, 1990.

Witness to the above Signatures:-

Terry Jayne
2, Baches Street
London N1 6UB

89109C

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE EDINBURGH CRYSTAL GLASS COMPANY LIMITED

Registered No. 2531757

(as at 7th November 1990)

PRELIMINARY

1. In these Articles of Association and (where appropriate) in Table A:-

| | |
|---------------------------|---|
| "Act" | means the Companies Act 1985 (as amended); |
| "Board" | means the Directors or any of them acting as a Board of Directors of the Company; |
| "Directors" | the directors of the Company from time to time; |
| "Ordinary Shares" | means the Ordinary Shares of £1 each in the capital of the Company; |
| "Ordinary Shareholders" | means the holders for the time being of the Ordinary Shares; |
| "Preference Shares" | means the Cumulative Redeemable Preference Shares of £1 each in the capital of the Company; |
| "Preference Shareholders" | means the holders for the time being of the Preference Shares; |

"Table A"

Table A in the Companies (Tables A to F) Regulations 1985 (as amended prior to the date hereof).

2. Where the context so admits references in these Articles to any statute or statutory provision shall be construed as if they referred also to that statute or statutory provision as amended, re-enacted or consolidated from time to time.

3. The regulations contained in Table A shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with the Articles hereinafter contained.

SHARE CAPITAL

4. The authorised share capital of the Company is £3,500,000 divided into 1,500,000 Ordinary Shares of £1 each and 2,000,000 Cumulative Redeemable Preference Shares of £1 each. The Ordinary Shares and the Preference Shares are separate classes of shares.

5. The rights, as regards participation in the profits and assets of the Company, and as regards redemption and voting, of the several classes of shares in the capital of the Company are as follows:-

(1) As regards Income

Subject to the Act, the profits of the Company available for distribution in any financial year shall be distributed amongst the holders of the Ordinary Shares and the Preference Shares as follows:-

- (a) The Preference Shareholders shall be entitled (in priority to any application of profit for the benefit of any other class of shares and before any setting aside or appropriation of profit for any other purpose) to a fixed cumulative preferential dividend at the rate specified in sub-paragraph (b) below (the "Preference Dividend") calculated on a daily basis and payable

half yearly in equal amounts on 30th June and 31st December in each year, the first such payment to be made on 31st December 1990 to the Preference Shareholders on that date in respect of the period commencing on the date of issue of such Preference Shares and ending on that date, and each successive dividend thereafter shall (unless these Articles otherwise provide) be in respect of the six month period to and including the relevant dividend payment date.

- (b) The Preference Dividend (net of any associated tax credit) on each Preference Share shall be at a rate of ten pence per Preference Share per annum. Such dividend shall accrue from day to day.
- (c) If in any financial year of the Company there shall not be sufficient profits of the Company available for distribution, then any amount unpaid in respect of the Preference Dividend shall be paid as soon as the Board considers that the profits available for distribution are sufficient to cover such payment and no dividend shall be proposed, declared or paid on any other class of share in the capital of the Company, nor any other return of capital made, unless and until all arrears of the Preference Dividend have been paid.
- (d) Subject to the provisions of the preceding sub-paragraphs (a), (b) and (c), any remaining profits available for distribution which the Company determines to distribute in any financial year shall be distributed amongst the Ordinary Shareholders.

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 of the relevant class of shares held by them respectively (including any premium) and shall accrue on a daily basis from the respective dates of issue of such shares.

(2) As regards Capital

In the event of a winding up of the Company or upon a reduction or return of capital (except upon the redemption or the purchase by the Company of any shares of any class), the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding up or reduction or return of capital shall be applied in the following manner and order of priority:-

- (a) First, in paying to the Preference Shareholders a sum equal to all unpaid arrears or accruals of any Preference Dividend (whether such dividends have been earned or declared or not) calculated down to and including the date of repayment.
- (b) Secondly, and subject to the provisions of the preceding sub-paragraph (a), in paying to the Preference Shareholders the sum of £1 on each such share or, in the case of any such share which is not fully paid, the nominal amount paid up or credited as paid up on each such share.
- (c) Thirdly, and subject to the provisions of the preceding sub-paragraphs (a) and (b), in distributing the balance amongst the Ordinary Shareholders in proportion to the amounts paid up or credited as paid up on the shares held by them (including any premium).

(3) As regards Redemption

- (a) Subject to the provisions of the Act and to sub-paragraph (e) below, the Company shall redeem the Preference Shares for the time being issued and outstanding upon 28 days written notice given to the Company at any time by the holders of the majority of the issued Preference Shares, to the extent set out in such notice.

- (b) Not less than 14 days prior to redemption of any Preference Shares under sub-paragraph (a), the Company shall give notice to the Preference Shareholders specifying the number of Preference Shares to be redeemed on that occasion, the number of such holder's Preference Shares to be redeemed in accordance with sub-paragraph (c), the applicable redemption date and the place at which the certificates of such shares are to be presented for redemption. Upon such redemption date each of the Preference Shareholders shall be bound to deliver to the Company at such place the certificates (or such indemnity in lieu thereof as the Company may reasonably require) in respect of such of the Preference Shares concerned as are held by him. Upon such delivery the Company shall pay to such holder the amount due to him in respect of such redemption. If any certificate so delivered to the Company includes any Preference Shares not to be redeemed on the relevant redemption date, a fresh certificate for such Shares shall be issued free of charge to the holder delivering such certificate to the Company.
- (c) The Preference Shares to be redeemed on any occasion shall be selected, as nearly as may be, pro rata from the holdings of each Preference Shareholder.
- (d) On each such redemption the holders of the Preference Shares being redeemed shall be paid the sum of £1 per Preference Share together with a sum equal to any arrears or deficiency or accruals of dividend (whether earned or declared or not) calculated down to and including the date of such redemption.
- (e) If the Company is unable in accordance with the Act to redeem the number of Preference Shares to be redeemed on any occasion pursuant to this Article 5(3), the Company shall thereupon redeem such number of Preference Shares, if any, as it is then able to redeem in accordance with the Act and shall so redeem

the balance as soon thereafter as it is able so to do and sub-paragraph (c) shall apply accordingly.

(4) As regards Voting

Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares, at any general meeting of the Company, on a show of hands every Ordinary Shareholder who is present in person shall have one vote and on a poll every Ordinary Shareholder who is present in person or by proxy shall have one vote for every Ordinary Share of which he is the holder. Preference Shareholders shall be entitled to receive notice of and to attend any General Meeting, but shall not be entitled to vote on any resolution to be proposed thereat. The Chairman of any Meeting shall not have a casting vote.

CLASS RIGHTS

6.(1) Whenever the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of issue of the shares of that class) only be varied or abrogated, whether or not the Company is being wound up, with the consent in writing of all of the holders of the issued shares of the class. All the provisions of these Articles and of Table A as applicable to the Company relating to General Meetings shall, mutatis mutandis, apply to every such separate General Meeting. The necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class or, at any adjourned meeting of such holders, those members who are present in person or by proxy, whatever their holdings. The holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

(2) Subject to paragraph (1) of this Article, the rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of the shares of that class, be deemed

varied by the creation or issue of further shares ranking in priority to or pari passu therewith.

ISSUE OF SHARES

7.(1) Without prejudice to Article 6 of these Articles, any shares in the capital of the Company which are for the time being unissued shall be available for issue as shares ranking pari passu in all respects with the existing shares of the same class in the Company and shall, before issue, be offered to the holders of shares of the same class in the Company. The offer, which shall be by notice in writing (in this Article called "the Offer Notice"), shall be on identical terms for each of such holders, shall specify the number of shares offered and the price per share (in this Article called "the Issue Price") and shall invite each of such holders to state in writing within a period of 10 days whether he is willing to take any, and if so what maximum, number of the shares so offered. At the expiration of such 10 day period the Board shall allot the shares so offered to or amongst the persons who have notified their willingness to take any shares comprised in the Offer Notice provided that, to the extent that persons have notified their willingness in the aggregate to take more shares than the number on offer, such shares shall be allocated as nearly as possible in proportion to the existing holdings of shares of that class held by the applicants for such shares at the date of the Offer Notice, provided that no person shall be allocated more shares than he shall have notified his willingness to take.

(2) Any of the shares comprised in the Offer Notice which are not taken up pursuant to paragraph (1) of this Article may be disposed of by the Board in such manner as they think most beneficial to the Company on terms no more favourable to the offeree than those on which such shares were offered under the provisions of that paragraph. The Board may in like manner dispose of any such shares 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 Board be conveniently offered in manner hereinbefore provided.

(3) Any holder of shares of the relevant class for the time being may waive the rights conferred upon him by this Article in relation to any proposed issue of shares by giving his consent in writing.

(4) Unless the Company in General Meeting by ordinary resolution shall otherwise determine, no shares in the Company shall be allotted on terms that the right to the same may be renounced by the allottees.

(5) Subject to any restrictions contained herein and the Act, any shares unissued at the date of the adoption of these Articles shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper in the period expiring five years from the date of adoption of these Articles.

(6) The provisions of section 89(1) and section 90(6) of the Act shall not apply to the Company.

TRANSFER OF SHARES

8. The Directors shall register any transfer of shares in the Company approved in writing by the holder of the majority of the issued Ordinary Shares.

9. Save as set out in Article 8, the Directors shall not register any transfer of shares in the Company and no member shall purport to transfer or otherwise deal in the legal title to or any beneficial or other interest in any share in the capital of the Company, unless such transfer or dealing has been approved in writing by the holder of the majority of the issued Ordinary Shares.

DIRECTORS

10.(1) Unless and until otherwise determined by ordinary resolution of the Company the number of Directors shall not be less than two nor more than ten. Regulation 64 of Table A shall not apply to the Company.

(2) A Director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a Director by reason of his attaining the age of seventy or any other age.

(3) A Director shall not require a share qualification but shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the capital of the Company.

11. Subject always to the limit specified in Article 10(1), the Company from time to time may (without prejudice to the powers of the Directors under regulation 79 of Table A) by ordinary resolution appoint any person to be a Director and determine the period for which such person is to hold office and remove any Director.

12.(1) The holder of the majority of the Ordinary Shares for the time being shall be entitled to appoint any person as a Director and from time to time to remove from office any such Director and to appoint another person or persons in his place. Any such appointment or removal shall be in writing served on the Company. Any such notice shall take effect upon receipt at the Company's registered office and, in the case of appointment of a director, subject only to the person so nominated signing a consent to act as a director, appointment of such a person shall be effected automatically by the receipt of such a notice.

(2) At meetings of the Board, the Directors appointed pursuant to Article 12(1) shall be entitled, if acting and voting together on any resolution, or individually in the absence of one of them, to a number of votes which is one more than the number of votes exercisable by the other members of the Board 'if greater than the number of votes to which such

Directors would otherwise be entitled). The chairman shall not have a casting vote.

(3) Regulations 73 to 75 (inclusive) of Table A and the references in Regulations 76 to 79 (inclusive) of Table A to retirement by rotation shall not apply to the Company.

(4) The Company shall pay reasonable remuneration to any Director appointed pursuant to Article 12(1).

ALTERNATE DIRECTORS

13.(1) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment. 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 Board agrees otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. 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 or if his appointor shall cease for any reason to be a Director.

(2) An alternate Director shall not be entitled as such to receive any remuneration from the Company except only 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, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(3) An alternate Director shall be entitled to receive notices of all meetings of the Board and of any committee of the Board of which his appointor is a member and to attend and to vote as a Director at any such

meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings. An alternate Director appointed by a Director pursuant to Article 12(1) shall be entitled to exercise the voting rights conferred upon such Director by Article 12(2). A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Board or any committee of the Board to the number of votes to which every Director whom he represents would be entitled in addition to his own vote (if any) as a Director.

(4) An alternate Director shall not require a share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the capital of the Company, in either case, if his appointor is not present.

(5) Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company.

INTEREST OF DIRECTORS

14. A Director (including an alternate Director) who has duly declared his interest therein may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of deciding whether a quorum is present and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulations 94 and 95 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

15. A resolution in writing signed by all the Directors or their respective alternates, shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened and held and

may consist of several documents in like form each signed by one or more of the Directors.

16. The Board may delegate any of the powers vested in it to a committee or committees. At any meeting thereof, unless otherwise agreed in writing by the holder of the majority of the issued Ordinary Shares or by one of the Directors appointed pursuant to Article 12(1), the quorum shall include at least one of such Directors and the Director or Directors appointed pursuant to Article 12(1) shall be entitled, if acting and voting together on any resolution, or individually in the absence of one of them, to a number of votes which is one more than the number of votes exercisable by the other members of any such committee (if greater than the number of votes which to such Director or Directors would otherwise be entitled). The chairman shall not have a casting vote. Any committee so formed shall, in the exercise or any powers delegated to it, conform to any regulations that may be imposed upon it by the Board.

17. It shall not be necessary to give notice of a meeting of the Directors or of a committee of the Directors to any Director who, being absent from the United Kingdom, has not notified to the secretary of the Company an address within the United Kingdom for this purpose. Regulation 88 of Table A shall be modified accordingly.

18. Unless otherwise determined by a resolution of the Board (including the consent of at least one of the Directors appointed pursuant to Article 12(1) or, in the absence of any such Director, the holder of the majority of the issued Ordinary Shares) meetings of the Board shall be held at least at monthly intervals. Reasonable notice of meetings of the Board accompanied by an agenda of the business to be transacted shall be given to all the Directors (and, if there are then no Directors appointed pursuant to Article 12(1), to the holder of the majority of the issued Ordinary Shares). The Board may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may,

and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board.

DISQUALIFICATION OF DIRECTORS

19. Regulation 81 of Table A as applicable to the Company shall be construed with the addition to paragraph (e) thereof of the words "unless he shall have appointed an alternate Director who has not been similarly absent during such period"; with the addition of "(f) if an order is made against him under any provision of the Company Directors Disqualification Act 1986"; and with the addition of "(g) if he is removed from office pursuant to Article 11 or Article 12(1)".

BORROWING POWERS

20. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party.

ADDITIONAL POWERS

21. Subject to the provisions of the Act and subject to Article 6, the Company may:-

- (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- (b) purchase its own shares (including any redeemable shares);
- (c) make a payment in respect of the redemption or purchase, under Section 159 or (as the case may be) Section 162 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or

the proceeds of a fresh issue of shares to the extent permitted by Section 171 of the Act.

GENERAL MEETINGS AND RESOLUTIONS

22. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies. Notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors of the Company and to any alternate Directors. It shall not be necessary to give any notice to the Auditors for the time being of the Company save in respect of the Annual General Meeting. Regulation 38 of Table A shall be varied accordingly.

23. No business shall be transacted at any General Meeting unless the holder of the majority of the issued Ordinary Shares is present in person, by proxy or by duly authorised representative. Regulation 40 of Table A shall be modified accordingly.

24. An instrument appointing a proxy in any common or usual form or in such other form as the Board may approve may be used in connection with any General Meeting of the Company.

25. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members and it (or any part thereof) may be in the form of a telex, facsimile or in any other legible form sent by any other similar method of transmission, and, unless the contrary shall be proved, it shall be deemed to be duly and validly signed by the person purporting to sign the same and whose name appears

in the text as the person signing the same. Regulation 53 of Table A shall not apply to the Company.

REPRESENTATIVES

26. Any person who is a member and who is also acting as the representative or proxy of a member or members or a person who is not a member and who is acting as the representative or proxy of two or more members or a person who is not a Director acting as an alternate Director for two or more Directors or who is a Director and who acts as an alternate Director may sign a written resolution of the members or the Directors (as the case may be) in more than one capacity, and he shall not be obliged to act in the same manner or to vote for or against such resolution in respect of each capacity in which he acts, but such a person who attends a General Meeting of the Company shall be counted once for each capacity in which he acts for the purpose of determining whether the quorum for the transaction of the business of the General Meeting exists.

QUORUM

27. The quorum for meetings of the Board shall be two. Unless otherwise agreed in writing by the holder of the majority of the issued Ordinary Shares or by one of the Directors (if any) appointed pursuant to Article 12(1), such quorum shall include at least one of such Directors.



28. For the purpose of determining whether a quorum of the Board exists for the transaction of the business of the Board:-

- (a) in the case of a resolution agreed by Directors in communication with one another by telephonic or by other electronic media, all such Directors shall be counted in the quorum and any resolution so agreed shall be as valid and effective as if passed at a meeting of the Board duly convened and held;

- (b) in the case of a meeting of the Board, in addition to the Directors present at the meeting, any Director in communication with such meeting in manner aforesaid shall be counted in the quorum and entitled to vote;
- (c) any person attending a meeting of the Board, or in communication with such a meeting in manner aforesaid, who is both a Director and is acting as an alternate Director or a person who is acting as an alternate Director for two or more of the Directors shall, for the purposes of the quorum, be counted as one for each such person for whom he is acting as an alternate Director and, if applicable, also be counted as a Director.

86106C

ROBSON RHODES

 Chartered Accountants 

internationally



Our Ref: MJB/TEB/sm

20 February 1992

The Company Secretary
The Edinburgh Crystal Glass Company Ltd
Cayzer House
1 Thomas More Street
London
E1 9AR

Dear Sir

THE EDINBURGH CRYSTAL GLASS COMPANY LIMITED ✓

2531757.

Please accept this letter as formal notice of our resignation as auditors to the above company. We confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully



Robson Rhodes

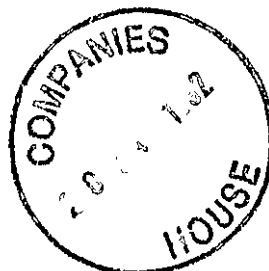
186 City Road
London EC1V 2NU
Telephone 071-251 1644
Fax 071-250 0801

Offices at:
Birmingham, Bristol,
Cambridge, Crawley,
Hemel Hempstead, Leeds,
Leicester, Maidstone,
Manchester, Rochester.

Principal Office:
186 City Road
London EC1V 2NU,
at which a list of Partners
may be inspected.

Authorised by the
Institute of
Chartered Accountants
in England and Wales
to carry on
investment business.

Internationally
Dunwoody
Robson
McGladrey &
Pullen



Pursuant to S. 380

THE COMPANIES ACT 1985

**RESOLUTIONS OF
THE EDINBURGH CRYSTAL GLASS COMPANY LIMITED
(Registered No. 2531757)**

At an Extraordinary General Meeting of the above-named Company duly convened and held on 30th September 1994 the following resolutions were duly passed:

ORDINARY RESOLUTION

1. THAT the Directors be and they are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £12,000, provided that this authority shall expire on 31st December 1994.

SPECIAL RESOLUTION

2. THAT the Directors be and they are hereby empowered to allot shares pursuant to the authority conferred by Resolution No.1 set out in the Notice of this Meeting as if Article 7(1) of the Articles of Association of the Company did not apply to such allotment.

I hereby certify that the above are true copies of the resolutions passed at the Extraordinary General Meeting of The Edinburgh Crystal Glass Company Limited on 30th September 1994.

Ann. M. M.

.....
Company Secretary

