

ARTICLES OF ASSOCIATION

No. 2584542

THE COMPANIES ACT 1985 - 1989

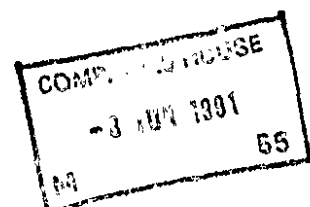
Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

DACRON SERVICES LIMITED

(Adopted by Special Resolution of the Company on [15]
March 1991)



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COMPANY LIMITED BY SHARES

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DACRON SERVICES LIMITED

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PRELIMINARY

1. The regulations contained in Table A as set out in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by regulations made under the Companies Act 1985 ("the Act") ("Table A") shall apply to the Company, save in so far as they are varied or excluded by or are inconsistent with these Articles. References in these Articles to numbered Regulations are references to Regulations in Table A.

SHARE CAPITAL

2. The Authorised Share Capital of the Company at the date of adoption of these Articles is £10,000 divided into 10,000 ordinary shares of £1 each.

ISSUE OF SHARES

3. Subject to the provisions of the Act and Article 4 below relating to pre-emption rights, authority to issue shares and otherwise and of any resolution of the Company in general meeting all unissued shares for the time being in the capital of the Company shall be at the disposal of the

directors who may (subject as aforesaid) offer, allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

PRE-EMPTION RIGHTS ON ISSUE

- 4.1 Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall apply to allotments of equity securities by the Company.

PRE-EMPTION RIGHTS ON TRANSFER OF SHARES

- 5.1 A member (or his personal representative or receiver in bankruptcy) may at any time transfer all or any shares to a privileged person (as hereinafter defined).
- 5.2 For the purposes of these Articles the words "privileged person" shall mean a grandparent of the member, any lineal descendant of such grandparent, and any person who is or has been married to the member or to any of them (descendancy being traced through adopted children and step-children as well as natural children), or to the trustees of any trust set up by the member for the benefit of the member and/or any privileged person including in the case of John Thurston the Tickford Directors Pension Scheme constituted by a trust deed dated 25th October 1985.
- 5.3 Subject to Regulation 24, the directors shall register any transfer made pursuant to or permitted by this Article and Article 6.4.3 hereof.

TRANSFER NOTICE

6. The right to transfer shares or any interest therein shall (except in the case of a transfer made pursuant to and in accordance with Article 5 hereof) be subject to the following restrictions, namely:-
- 6.1 before transferring any shares (or any beneficial interest therein) the member shall serve a transfer notice on the Company. The transfer notice shall constitute the Company as the agent of the member for the sale of the shares at the Prescribed Price to any members other than the proposed transferor. A transfer notice once sent shall be irrevocable.
- 6.2 Any transfer notice deemed to have been given under these Articles shall be treated as specifying no proposed transferee or price and shall apply to all the transferor's shares.
- 6.3 PREScribed PRICE

- 6.3.1 The expression the Prescribed Price shall mean such sum per share as is determined by independent

accountants which the accountants shall be required to calculate and determine within 28 days of the date of the Transfer Notice on the following basis, namely:-

- (a) by determining the market value of the whole of the issued share capital of the Company which shall be ascertained having regard to the current and prospective earnings of the Company and taking into consideration any budgets, plans or forecasts that have been produced by the directors of the Company;
- (b) by dividing the resultant figure by the number of shares in issue.

6.3.2 The auditors shall be deemed to act as experts and not as arbitrators and their determination shall be final and binding on all concerned.

6.3.3 The directors shall provide the auditors with all information which the auditors may reasonably require in connection with their determination of the Prescribed Price.

6.3.4 The fees and expenses of the auditors in their task under this Article 6 shall be borne by the Company.

6.4 Offer to members

6.4.1 Within seven days after the determination of Prescribed Price the directors shall offer the shares to each member (other than the transferor) for purchase at the Prescribed Price.

6.4.2 Each member shall be asked to state within twenty-eight days the number of shares (if any) the member wishes to buy.

6.4.3 The directors shall then allocate the shares in the following manner:-

- (a) to each member there shall be allocated a proportion equal to the value of the issued share capital held by that member at the date of such offer (but excluding the shares offered) or such lesser number of shares for which the member may have applied; and
- (b) any shares not allocated under paragraph (a) shall be allocated to members wishing to buy more than their entitlement under (a) and in the event of competition in proportion to their existing holdings of shares (as far as

practicable and without requiring any member to buy more than the number the member applied for). If after application of this paragraph (b) the shares are not taken up then they may be sold to a third party at the Prescribed Price subject to consent of 80% of the existing shareholders from time to time and the Directors shall register any such transfer.

6.4.4 The directors shall notify the transferor accordingly.

6.4.5 The transferor shall upon such notification be bound to transfer the shares to the members wishing to buy and such buying members shall be bound to purchase and pay for the shares at the Prescribed Price and in such manner as may be agreed between the transferor and each member wishing to buy, or failing agreement, as the Directors shall determine.

6.5 If the transferor fails to transfer

6.5.1 If the transferor fails to transfer his shares as required then the Company may authorise any Director to execute any necessary transfers in favour of the member(s) wishing to buy and may receive the purchase money and hold the same in trust for the transferor.

6.5.2 The receipt of the Company for the purchase money shall be a good discharge to the purchasing members, who shall not be bound to see to its application, and after the name of any purchaser has been entered in the register the validity of the transfer shall not be questioned by any person.

6.6 Deemed Transfer Notice

Upon the resignation or removal of a Director from the Board of the Company or upon the death or incapacity of a member or upon the bankruptcy or liquidation or appointment of a receiver or administrator of a member a transfer notice shall be deemed to have been given three months after the date of such event or appointment in respect of all shares registered in the name of such member.

PROCEEDINGS AT GENERAL MEETINGS

7. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands a poll is demanded by the chairman of the meeting or by any

member present in person or by proxy. Regulation 46 shall not apply to the Company.

8. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
9. For the purposes of these Articles a director or secretary of a corporation shall be deemed to be a duly authorised representative of such corporation.

EXCLUSION OF RETIREMENT BY ROTATION

10. No director shall be required to retire by rotation, and Regulations 73-75 (inclusive), the second and third sentences of Regulation 79, and Regulation 80 shall not apply to the Company.

ALTERNATE DIRECTORS

- 11.1 An alternate director may represent more than one director and shall be entitled at meetings of the directors or any committee of the directors to one vote for every absent director whom he represents in addition to his own vote (if any) as a director, and shall be counted towards a quorum accordingly.
- 11.2 The appointment of an alternate director shall be without prejudice to the rights of the appointor to receive notices of and to attend and vote at meetings of the directors and of any committee of the directors of which he is a member.

PROCEEDINGS OF DIRECTORS

- 12.1 The directors shall be entitled to receive notices of all meetings of directors whether or not they are for the time being absent from the United Kingdom, and Regulation 88 shall be modified accordingly.
- 12.2 Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".
- 12.3 Any director may participate in a meeting of the directors by means of telephone or other similar means of communication whereby all persons participating in the meeting can hear each other speak and participation in a meeting in this manner shall constitute presence in person at such meeting. Decisions made at such meetings must be recorded by written minutes.

DIRECTORS' INTERESTS

13. Provided that he first duly declares the nature of his interest therein, a director or alternate director may vote

(and such vote shall be counted) at any meeting of directors or of a committee of directors in respect of any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be counted in the quorum present at any meeting of the directors or of a committee of the directors or, if otherwise so entitled, at any general meeting of the Company at which any such contract or arrangement is proposed or considered. Regulation 94 shall have effect accordingly, and Regulations 95 and 97 shall not apply to the Company.

INDEMNITY

14. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in Regulation 118 every director, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.