

No: 2759616

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTION

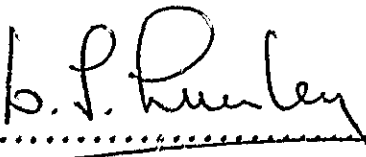
of

INSPECTORATE (OVERSEAS) LTD.

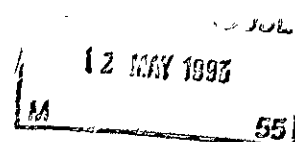
At an Extraordinary General Meeting of the above-named Company duly convened and held on 23rd April, 1993 the following special resolution was passed:-

RESOLUTION

1. That new articles of association of the Company be approved and adopted in the form produced to the meeting and for the purpose of identification signed by the chairman thereof in substitution for the existing articles of association.

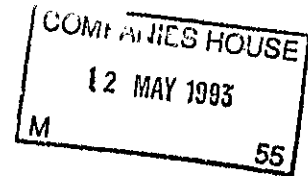

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Chairman of the meeting

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ARTICLES OF ASSOCIATION
of
INSPECTORATE (OVERSEAS) LTD.



Adoption of Table A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of the company. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

Interpretation

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction.

Rights attached to shares

3. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

Unissued shares

4. Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

Initial authority to issue relevant securities

5. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of incorporation of the company or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from

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the date of incorporation of the company but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act.

Exclusion of pre-emption rights

6. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

Transfer of shares

7. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.

8. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

Notice of general meetings

9. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 of Table A shall not apply.

Proceedings at General Meetings

10. For all purposes of these articles a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly.

Votes of members

11. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

Members may vote when money payable by them

12. Regulation 57 of Table A shall not apply.

Delivery of proxies

13. The instrument appointing a proxy and (if required by the

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directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

Number of Directors

14. Unless otherwise determined by ordinary resolution, the number of directors shall be not more than 10 nor fewer than 3.

Special Directors

15.1 Appointment of Special Directors

The holders of B Ordinary Shares in Inspectorate Ltd. (the "B Ordinary Shareholders") shall be entitled to appoint any three persons approved by the board (such approval not to be unreasonably withheld or delayed) to be directors of the company (the "Special Directors"). In addition to the statutory power to remove directors vested in the shareholders of the company, a director appointed pursuant to this paragraph may at any time be removed from office by the B Ordinary Shareholders who may appoint another such person approved as aforesaid in his place. Any such appointment or removal as aforesaid must be in writing served on the company and signed on behalf of the B Ordinary Shareholders and shall take effect forthwith upon service of such notice on the company which shall include delivery to the registered office of the company, or to a meeting of the board or to the secretary.

15.2 Special Director holding office

Each Special Director shall hold office until he is either removed pursuant to this Article or statute or dies or vacates office pursuant to Article 20.

15.3 Chairman

The chairman of the board shall be such of the Special Directors as a majority of the Special Directors shall from time to time direct in writing, and such chairman may be removed from that office (and replaced by another of the Special Directors) by a written direction signed by a majority of the Special Directors from time to time and for the time being. Regulation 91 of Table A shall be modified accordingly.

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15.4 Disclosure of information

Each Special Director shall be at liberty from time to time to make such disclosure to the B Ordinary Shareholders (or any of them) concerning the company or any of its subsidiaries as he shall think fit.

Directors not to rotate

16. The directors shall not be liable to retire by rotation and accordingly in regulation 79 of Table A the second and third sentences thereof shall be deleted and in regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

Alternate Directors

17.1 Appointment and removal

Any director (other than an alternate director) may from time to time appoint any other director or any person approved by the board (such approval not to be unreasonably withheld or delayed) to be an alternate director of the company and may at any time remove from office any alternate director so appointed by him and appoint another person approved as aforesaid in his place. Any appointment of an alternate director may provide for two or more persons in the alternative to act as an alternate director.

17.2 Notice of appointment or removal

Any such appointment or removal shall be by notice to the company signed by the director making or revoking the appointment and shall take effect upon service on the company at its registered office or in any other manner approved by the directors.

17.3 Cessation of appointment

An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director.

17.4 Functions of alternate director

An alternate director shall (subject to his giving to the company an address within the United Kingdom at which notices may be served on him) be entitled to receive notice of all meetings of directors, to attend, to be counted in the quorum for and to vote as a director at any such meeting at which the director appointing him is not personally present and generally to perform all functions of his appointor as a director in the absence of such appointor including, without prejudice to the generality of the foregoing, power to sign any resolution pursuant to Article 21.4

17.5 Voting rights cumulative

A director acting as alternate shall have an additional vote at

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meetings of the board for each director for whom he acts as alternate but he shall only count as one person for the purpose of determining whether a quorum is present.

17.6 Alternate director responsible for own acts

An alternate director shall be deemed to be an officer of the company and shall alone be responsible for his own acts and defaults and the director so appointing him shall not be responsible for the acts and defaults of an alternate director so appointed.

17.7 Remuneration

The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such part (if any) of the last mentioned remuneration as may be agreed between the alternate director and the director appointing him.

17.8 Power to act

Save as otherwise provided in these Articles, an alternate director shall not have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles.

No share qualification

18. A director and alternate director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the company.

Directors' interests

19. A director (including an alternate director) who has duly declared his interest therein to the board pursuant to Section 317 of the Act may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he so votes his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.

Disqualification of Directors

20. The office of a director shall be vacated:

- (A) if by notice in writing to the company he resigns the office of director;
- (B) if he shall for more than 9 consecutive months have been absent without permission of the board from meetings of the board held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;

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- (C) if he appears unable to pay a debt which is payable immediately or to have no reasonable prospect of paying a debt which is not immediately payable in either case within the meanings given to such expressions in Section 268 of the Insolvency Act 1986;
- (D) if he is subject to an interim order under Section 252 of the Insolvency Act 1986 or enters into a voluntary arrangement within the meaning given in Section 253 of that Act;
- (E) if he is prohibited from being or is disqualified as a director by an order made under any provision of the Insolvency Act 1986 or the Company Directors Disqualification Act 1986;
- (F) if he is, or may be, suffering from mental disorder and either:
 - (1) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs:
- (G) if, in the case of a director who holds any executive office, his appointment as such is terminated or expires and the board resolves that his office be vacated; or
- (H) if he is removed from office under Section 303 of the Act.

Proceedings of Directors

21.1 Quorum

The quorum necessary for the transaction of the business of the board shall be two, at least one of whom shall be a Special Director. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

21.2 Meetings in United Kingdom

During each period of 12 months after 1st April, 1993 one board meeting shall be held in the United States of America provided that reasonable notice of such meeting (including as to its venue) shall be given to all directors. Subject to the foregoing, meetings of the board shall not without the consent of the Special Directors be held outside the United Kingdom.

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21.3 Regulation of meetings

Unless otherwise determined by a majority of the board which majority includes each Special Director in respect of each specified meeting, meetings of the board shall be held at least at two monthly intervals during the period of six months commencing on 1st April, 1993 and ending on 30th September, 1993 and thereafter at least at three monthly intervals, and in each case a minimum of seven days' notice of meetings of the board accompanied by an agenda of the business to be transacted shall be given to all the directors. Subject as aforesaid, the directors may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. The chairman shall not have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the board.

21.4 Signed resolutions

A resolution executed or approved in writing by all the directors shall be as valid and 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 the like form, each signed by one or more of the directors. A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

21.4 Delegation to committees

Save with the consent of the Special Directors, the board shall not delegate any of its powers to a committee or committees.

21.5 Meetings by conference facilities

Subject to the consent of the Special Directors a meeting of the board may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

- (A) to hear each of the other participating directors addressing the meeting; and
- (B) if he so wishes, to address each of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article 21.5 is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting

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participates. Any director may, by prior notice to the secretary, indicate that he wishes to participate in the meeting in such manner, in which event the directors shall procure that an appropriate conference facility is arranged.

21.6 Notices

Notice of a meeting shall be deemed to be properly given to a director if it is given to him personally in writing or sent to him at his last known address. Regulation 112 of Table A shall be modified accordingly. The last sentence of regulation 112 of Table A shall be deleted and replaced by the following: Notices shall be sent to the persons entitled thereto whether or not their last known address is within the United Kingdom.

Managing or Executive Directors

22.1 Appointment

The directors may from time to time appoint one or more of their number to an executive office (including that of managing director, chief executive or any other salaried office) for such period and on such terms as shall be thought fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A director so appointed as a managing director or chief executive shall (without prejudice to any claim he may have for damages for breach of any contract or service between him and the company) ipso facto cease to be managing director or chief executive if he ceases for any cause to be a director.

22.2 Remuneration

The managing director, chief executive or other executive officer as aforesaid shall receive such remuneration, whether by way of salary, commission or participation in profits or otherwise (either in addition to or in lieu of his remuneration as a director), as the directors may determine.

22.3 Delegation of powers

The directors may, with the approval of the Special Directors, entrust to and confer on a managing director, chief executive or other executive officer as aforesaid any of the powers exercisable by them on such terms and conditions and with such restrictions as they think fit and may from time to time withdraw, alter or vary all or any of such powers.

22.4 Service contracts

Except as provided in regulation 83 of Table A, no director appointed to an executive office shall if he is a party to a written service contract with any subsidiary of Inspectorate Ltd., the parent of the company, be entitled to any salary, remuneration or benefit in kind in respect of any appointment to

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an executive office in addition to that provided for in that contract.

Indemnity

23. Every director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all costs, charges, losses, expenses and 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 727 of the Act in which relief is granted to him by the courts, 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. The company may purchase and maintain for any officer or the auditors of the company insurance against any liability which by virtue of any rule of law would otherwise attach to him or them in respect of any negligence, default, breach of duty or breach of trust of which he or they may be guilty of in relation to the company.

Official seal

24. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

Notices

25. Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

Time of service

26. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB

R.A. REEVE

Authorised Signatory

For and on behalf of
TREXCO LIMITED,
35 Basinghall Street,
London EC2V 5DB

C.A. CHANDLER

Authorised Signatory

DATED the day of 199

WITNESS to the above signatures:-

35 Basinghall Street,
London EC2V 5DB

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