

No. 03106350

THE COMPANIES ACT 1985 to 1989

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
KINGDOM INLAND TRADING LIMITED

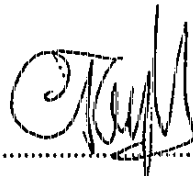
Passed 8th October, 1998

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the above date at 21 - 23, Castle Street, Coseley, Bilston, West Midlands WV14 9DP, the following resolution was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

Adoption of New Memorandum and Articles of Association

THAT fresh Memorandum and Articles of Association, a copy of which for identification purposes is signed by the Chairman of the Meeting, be adopted as the new Memorandum and Articles of Association, in substitution for and to the exclusion of those currently registered in the name of the Company.



Chairman



MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF
KINGDOM INLAND
TRADING LIMITED

Adopted by Special Resolution
passed on 26 October 1998.

Registered Number : 3106350.

Certified a True Copy.



Chairman

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY
LIMITED BY SHARES

Memorandum of Association

1. The name of the Company is

KINGDOM INLAND TRADING LIMITED

2. The registered office of the Company shall be situated in
England & Wales.

3. The Company shall have the following objects :-

- (a) The object of the Company is to carry on the business and undertaking of a general commercial company in all respects.
- (b) To carry on in conjunction with each other or as separate and distinct undertakings in furtherance of its said object all or any of the following objects : -

(c) To hold, purchase, acquire, lease, develop, exchange, modify, adapt, let on lease or in any other manner deal with, and rent, lease, license, mortgage, charge, transfer turn to account and develop all forms of real and personal property whatsoever, including all such land, buildings, machinery, equipment and chattels and effects whatsoever.

(d) To purchase insurance and to take all and any other such measures to protect and preserve all and any such assets of the Company and to take out any policy or policies of insurance in favour of any Director or officer or Auditor of the Company as is permitted by S. 310(1) of the Companies Act, 1985 for any such liability as is referred to therein.

(e) To hold, register, take out, make application for, renew, preserve, acquire, maintain, improve, defend, protect and licence any patent, design, process, invention and all and any other such intellectual property and to take all and any necessary steps and measures to defend, preserve and extend all and any such rights in any jurisdiction anywhere in the World and to test, improve, acquire and obtain, whether by purchase or otherwise, any such further rights conducive to the commercial objectives of the Company in any jurisdiction anywhere in the World.

(f) To raise finance and funding and to borrow and raise all such moneys and other funds necessary to undertake the commercial objects of the Company or any of them and to provide any, part or all of any such security required for any such borrowings whether by charge, mortgage, lien, debenture, security, guarantee or other security over all and any such assets or prospective assets of the Company, including uncalled capital, and to provide any such guarantee or undertaking necessary to secure any such borrowing, whether actual, contingent or otherwise.

(g) To hold, direct, deal with and invest all and any such funds and investments of the Company surplus to the immediate purposes of required working capital of the business and any other funds and investments of the Company so held and to direct the investment of all such moneys, funds, investments and moneys worth in any manner likely to increase and further and advance the worth and value of any and all such holdings.

(h) To purchase, acquire and hold in any manner, in whole or in part, any business, asset or undertaking of any sole trader, firm, partnership or company conducive to the commercial objectives of the Company and to fund and provide consideration for any such acquisition or part acquisition by way of securities, shares, debentures or debenture stock that may form part of any such agreement and to undertake and discharge all and any such liabilities of any such sole trader, firm, partnership or company and, subject to any such agreement, to hold, maintain, transfer or otherwise deal with any such rights, securities, shares, debentures or debenture stock received or transferred as part of any such agreement, and to enter into any joint arrangement or agreement for any joint venture or profit sharing arrangement or of mutual assistance or co-operation and to provide any and all such assistance, support and contributions necessary to further, extend and preserve any such arrangement.

(i) To loan, lend and advance money or credit to any company, firm, partnership or sole trader on any terms or conditions whatsoever and to give any and all types of indemnities, undertakings, suretyships and guarantees, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets of the Company, present or future, and uncalled capital of the Company or by both such methods, in order to guarantee the performance of any and all such obligations and the payment of any capital or principal (together with any premium thereon), of and dividends or interest on, any such debenture stocks, shares or other securities of any company, firm or person (including any holding, subsidiary, associated or fellow company).

(j) To purchase, make application and subscribe for, or otherwise acquire, deal with and hold any shares, stocks, debentures, debenture stocks, bonds, obligations, securities issued or guaranteed by any other company, corporation, government, body, local or municipal authority in any jurisdiction anywhere in the World.

(k) To issue, draw, make, discount, endorse, accept, negotiate, and execute any and all such cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and all other and any and all other such type of transferable or negotiable instruments whatsoever.

(l) To undertake the promotion of, and to apply for, any Act of Parliament, statute, instrument, privilege, charter, licence, concession, authorisation of any national Government, local authority or Government body or department, including the Department of Trade and Industry, and any European body or other authority, for the purpose of furthering and promoting the commercial objectives of the Company and to enable it to extend, modify or improve the constitutional structure of the Company and to oppose any applications, proceedings or determinations of any such body prejudicial or potentially prejudicial to the interests and commercial objectives of the Company.

(m) To reimburse, recompense, compensate or remunerate any persons, body, firm, agent or organisation for all and any such services rendered and expenses incurred on behalf of the Company in furtherance of its commercial objectives, whether by cash, shares, debentures, debenture stock or other fully or partly paid securities of the Company and to meet all costs lawfully incurred in effecting the formation and registration of the Company and the issue of its share capital together with the any expenses incurred in placing or underwriting or procuring the underwriting of its shares, debentures or other securities.

(n) To register, establish or promote or concur in establishing or promoting any other company the promotion of which shall be in any manner calculated to further and advance, whether directly or indirectly, the objects or interests of the Company or for the purpose of acquiring (whether in whole or in part) the whole or part of any business, property or undertaking of the Company, and to acquire and hold or dispose of shares, stocks or securities of and guarantee the payment of the dividends, interest or capital of any shares or stock of any such company.

(o) To establish pension funds and grant any such pensions, gratuities, superannuation, benefits and other allowances in favour of, and to the benefit of, any serving and former directors, employees and officers of the Company and any such associated and subsidiary companies or their relatives and dependants, spouses, children and widows and to maintain all such trusts, funds and schemes for the purpose of providing pensions, life assurance and all other such benefits and to undertake the position of trustees, either solely or jointly with any other such person, firm, corporation or organisation and to subscribe to, support and further (financially or otherwise) any charitable institution, fund, club or other establishment which in the opinion of the Directors is, or is likely to be, of benefit to the Company any subsidiary company or associated company and to establish, maintain and extend any profit sharing scheme calculated to extend and advance the interests of the Company and its officers, employees or any such former persons.

(p) To bring, defend and undertake any legal proceedings in defence or in furtherance of, the commercial objectives, rights or interests of the Company and of any subsidiary or associated company in any jurisdiction anywhere in the World.

(q) To provide, give or make any type of financial assistance (as defined in Section 152(1)(a)) for any purpose defined and specified in Section 151(1) and / or Section 151(2) of the Act, so far as is permitted by the Act and any further or amending legislation, instrument or order.

(r) To arrange for, undertake and to divide and distribute all or any part of the assets and property of the Company, in specie, amongst the members.

(s) To undertake all and any activity as agents, licencees, brokers, factors, operators or trustees for any other company, organisation, body, firm, sole trader, partnership or business in any jurisdiction anywhere in the World

(t) To arrange for and to undertake the registration or recognition of the Company in any other jurisdiction anywhere in the World.

(u) To do and undertake all and any such other things that are incidental to and conducive with the above objects of the Company or any of them in any jurisdiction anywhere in the World.

AND it is hereby declared that each and every object specified in each of the paragraphs of this clause shall be regarded, interpreted and construed as separate and independent objects and accordingly shall not be restricted or limited in its interpretation in any way or by any reference to or inference from any other such paragraph and shall be given the widest possible interpretation and the phrase " The Act " refers to the Companies Acts, 1985 (as amended by the Companies Act, 1989) and to all current relevant and subsequent statutory instruments and orders relevant to its interpretation.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF KINGDOM INLAND TRADING LIMITED

PREAMBLE AND INTERPRETATION

1. The following interpretations shall be applied to these Articles :

- (a) "The Company" means the Company as the name registered in the Memorandum of Association
- (b) "The Act" means the Companies Act, 1985, as amended by the Companies Act, 1989, and so as to include all and any further statutory modifications or re-enactment for the time being in force.
- (c) " Table A" as referred to hereafter means Table A of The Companies (Tables A - F) Regulations, 1985 (as amended by the Companies (Tables A - F) (Amendment) Regulations 1985) and, save as hereinafter modified or excluded by or inconsistent with, any Article, shall constitute the regulations of the Company.

NUMBER AND APPOINTMENT OF DIRECTORS

2. (a) The minimum number of appointed Directors of the Company shall not be less than one.

(b) The Company by Ordinary Resolution in General Meeting may determine the maximum number of Directors that may be appointed. Unless and until otherwise so determined, there shall be no maximum number.

(c) No Director of the Company shall be required to retire by rotation..

(d) Unless so recommended by the Board, no person shall deemed to be eligible to be appointed the position of Director of the Company unless and until not less than fourteen nor more than thirty five clear calendar days have elapsed before the date of holding any General Meeting of the Company and there shall have been given to the Company Secretary notice in writing by a Member enabled to attend and vote at any such General Meeting of his intention to propose any such person for election as a Director of the Company and a further notice in writing signed by the person proposed for election as a Director of his consent to be appointed as such a Director.

(e) Without prejudice in any respect to the power of the Company in General Meeting to elect a person so nominated to be a Director of the Company, the Board shall at all times retain the power to appoint any person to the position of Director from time to time as either a further Director of the Company or in order to fill any casual vacancy that may arise from time to time on the Board.

(f) Clause 64 and 73 to 80 (Inclusive) in Table A shall not apply to the Company.

SHARE ALLOTMENT

3. (a) The maximum amount of securities which may be allotted shall not exceed the nominal value for the time being of the unissued share capital of the Company as at the date of allotment unless increased by Ordinary Resolution in General Meeting by such sum divided into such amounts as the resolution shall determine.

(b) Any and all unissued shares comprised in the authorised share capital of the Company shall be at the disposal of the Board of Directors who shall have the power to allot any such shares, convert any issued securities into shares of the Company and grant any appropriate rights to subscribe for such shares under the authority granted to them by S.80 of the Act being the period of five years from the date of adoption of the articles of association of the Company. Such authority shall permit the Board to honour any and all such agreements made within that period even though any actual allotment and granting of all and any such rights is effected outside of the five year period. The authority of the Board of Directors to allot shares and deal with the shares comprising the authorised share capital of the Company may only be renewed, revoked or varied by Company in General Meeting by the passing of an Ordinary Resolution.

(c) Whensoever the Board proposes to issue shares which were not part of the authorised capital of the Company on incorporation, then unless the Company shall by way of a special resolution passed in a general meeting of the Company so otherwise determine, then the Company shall by way of an offer made in writing to all existing shareholders offer shares in the proportion as near to the number of existing shares held by them and limiting a period (being the prescribed period of not earlier than 14 calendar days) which the offeree shall be given time to accept the offer and if no acceptance is forthcoming from him within the period allowed then those shares shall be offered in the same manner to those members accepting their allocation within the prescribed period and any such shares offer for shares not so accepted within the prescribed period shall only then be under the control of the Directors who shall be empowered to allot and deal with all such shares in the manner prescribed in clause 3 (b). Any and all such shares not capable of being offered except by way of a fraction of an issued share shall remain under the control of the Board of Directors.

(d) Pursuant to the provisions of S.91 (1) of the Act the authority of the Board is conferred as if sections 89(1) and 90 (1) to (6) (inclusive) , are not to apply to the Company.

(e) Whensoever any person or body is acquiring or proposes to acquire any shares comprised in the capital of the Company or other securities, then no financial assistance of whatever nature whatsoever shall be given by the Company for any such purpose as is specified in Section 151 of the Act, except as otherwise permitted by the Act or any subsequent statutory modification.

(f) Whensoever the authorised share capital of the Company is increased beyond the existing amount of the authorised share capital then the authority of the Board of Directors to allot and deal with such all shares shall be renewed by the Company in General Meeting unless dispensed with by the provisions of S.80A of the Act.

SHARE CERTIFICATES

4. (a) Any person or body becoming the holder of any shares shall be entitled within two months after lodgement or allotment to receive one share certificate for all of his shares of each class or several certificates each for one or more of his shares upon the payment of such sum as the Board may determine shall be reasonable after each first certificate.

(b) The Company shall only be required to seal share certificates when it has formally adopted a seal as the common seal of the Company and Clause 6 of Table A shall be modified accordingly.

THE COMPANY SEAL

5. (a) The Company may adopt a seal which shall then be deemed to be the common seal of the Company.

(b) Whenever a seal has been adopted it shall only be used under the authority of the Board of Directors or a committee of the Board authorised and empowered to execute all and any such documentation requiring such use of the seal on behalf of the Company. Every document to which the seal is so affixed shall be signed by at least one Director and the Company Secretary or two Directors of the Company. The obligation to seal share certificates shall not apply if the Company has not adopted a seal.

(c) The Company shall be entitled to exercise the powers conferred by Section 39 of the Act to enable it to have an Official Seal for use abroad and any such power shall be vested in the Board of Directors.

(d) Clause 101 of Table A shall not apply to the Company and Clause 6 shall be modified accordingly.

DIRECTORS' BORROWING POWERS

6. The Directors shall be enabled to exercise all of the powers of the Company, whether expressly or impliedly,

(a) to borrow and secure the payment of any and all such moneys loaned to the Company.

(b) to guarantee the fulfilment of any and all such obligations and the performance of any such contract entered into on behalf of the Company, and,

(c) (subject to Section 80 of the Act) to issue debenture stock and debentures and to charge and mortgage any and all of the assets and property and uncalled capital of the Company.

PROCEDURE AND RESOLUTIONS OF GENERAL MEETINGS

7. (a) Every meeting of the Company other than the Annual General Meeting shall be referred to as Extraordinary General Meetings of the Company and Regulation 38 of Table A shall apply.

(b) Any notice issued by the Company convening any such General Meeting shall comply with Section 372(3) of the Act thereby notifying members of their rights to appoint proxies at any such meeting. All and any other notices and communications relating to any General Meeting of the Company and which any Member is entitled to receive shall also be sent to the Auditors for the time being of the Company.

(c) Provided that a member has given prior consent to the Company in writing and provided an address to which such notice may be sent, then the Company shall be empowered to give notice communicated to him by a legible form of electronic transmission, being all and any form of electrical or electronic communication whether by electric, electro - magnetic, electro - optical or any other like or similar method of transmission and in the event that any such communication is made such method, notice shall be deemed to have been served on the member on either the date that such electronic communication was effected or on the actual date that it was physically delivered to the member, whichever date shall be the earliest. Whensoever any such notice is communicated by electronic transmission, the provisions of clause 115 in Table A shall not apply and clauses 112 to 116 shall be modified accordingly.

(d) The Company shall not transact any business at any General Meeting unless a quorum is present and a quorum shall comprise of two persons entitled to attend and vote upon the business to be transacted, each such person being an actual member of the Company or a proxy for a Member or a duly authorised representative of a corporation. If such a quorum is not present within half an hour of the time set for any such adjourned meeting then, notwithstanding the provisions of clause 41 of Table A, the meeting may be dissolved thereafter.

(e) Whensoever the Company has only a single member, then a quorum shall be constituted by that sole member being present either in person or by means of a proxy. In the case of another Company being a sole member, attendance by a duly authorised person of that Company shall be deemed to be a quorum. Clause 40 of Table A shall not apply to the Company.

(f) All and any decisions taken by a single member in a General Meeting of the Company or by way of a written resolution shall be deemed to be effective and all and any such decisions so made shall be recorded in writing and entered into and maintained in the minute book of the Company, being a dedicated book held and maintained by the Company for such purpose.

(g) Whensoever a vote has resulted in an equality of votes, whether on a show of hands or by way of a poll, the Chairman shall at all times be entitled to a casting vote, in addition and further to any other vote to which he may be entitled.

(h) If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution.

PROCEEDINGS OF THE BOARD OF DIRECTORS

8. (a) Notice of every proposed meeting of the Directors shall be given to each Director (including every Alternate Director) at any address supplied by him to the Company (including electronic communication under the procedure and definition of Article 7. (c)), for such purpose whether or not he is present within the United Kingdom provided that any Director shall have the power to waive notice of any such meeting either prospectively or retrospectively and if he does so it shall not affect the validity of such meeting that the required notice was not given to him. In the circumstance of an equality of votes, the Chairman shall have a second or casting vote.

Clause 88 of Table A shall be modified accordingly.

(b) A quorum for the transaction of any and all such business at a meeting of the Directors of the Company shall be two Directors physically present and, in counting a quorum, an alternate Director present shall be counted as part of the quorum, but only in the absence of his appointor. Whenever the number of appointed Directors is no greater than one, then a sole Director shall be empowered to exercise all and any such powers of the Company deemed to be vested in the Board of Directors of the Company. Clause 89 of Table A shall be modified accordingly.

(c) The Directors shall be empowered to appoint a committee of Directors the powers of which shall be determined by a meeting of the directors of the Company at which a quorum shall be present. Such committee may be permanent or temporary but the number of Directors on such committee shall not be less than two and Clause 72 of Table A shall be modified accordingly.

(d) A Director shall be entitled to vote in regard to any contract or arrangement in which he is interested or on any such like matter arising thereout provided that he declares his interest pursuant to S. 317, Companies Act, 1985, and if he votes on any such matter or related matter then his vote shall be counted and his presence at the meeting shall be counted in estimating a quorum in considering any such arrangement or contract whether at a meeting of the Directors or committee of the directors.

(e) Clauses 94 to 97 (inclusive) of Table A shall not apply to the Company.

DIRECTORS & OFFICERS PENSIONS GRATUITIES AND ALLOWANCES

9. (a) Provided that any Director or Directors of the Company declares any interest pursuant to S. 317, Companies Act, 1985, he shall be entitled to be counted as part of the quorum and to vote and benefit from the exercise of any power of the Company to arrange or provide for the grant of any retirement pensions annuities or other benefits and allowances provided or to be provided for the benefit of any Director or officer or former Director or officers of the Company, its subsidiaries and predecessors in business and of the member of their family (including any spouse widow, or former spouse and dependants) of any Director or former Director of the Company) and Clause 87 of Table A shall be modified accordingly.

INDEMNITY OF DIRECTORS OFFICERS AND AUDITORS

10. (a) Without prejudice to the provisions of Section 310 of the Act, any Director or officer and the auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all and any liabilities, losses, debts, charges and expenses incurred and sustained by him in the performance of any duties of his office, whether such liability is incurred in civil or criminal law, in defending any proceedings brought against him of which he is acquitted or judgement given in his favour, or in relating to any application under Section 144 and 172 of the Act in which relief is granted to him by the Court. An officer need not necessarily be a director of the Company.

(b) The Company and the Board of Directors shall be empowered and authorised to take out, purchase and maintain indemnity insurance or insurances to cover any future potential liability referred to in Section 310(1) of the Act of any of the Director, officers or appointed Auditor of the Company.

(c) Clause 118 of Table A shall be modified accordingly.

ORDINARY SHARES AND RETIRING MEMBERS

11. (a). Whenever any member, his nominee or the executors of his estate holding Ordinary Shares in the capital of the Company seeks to transfer such shares ("the retiring member"), whether by reason of contract of sale, death or other circumstance he shall be deemed on that date to have served a Notice on the Company relating to that part of his shareholding in the Company which he seeks to sell or transfer. All such shares the subject of the proposed transfer shall then first be offered by the Company to the other existing members as registered in the register of members in the same proportion as near as held by them at the date of deemed notice by way of a written notice sent by the Company to the other members by ordinary first class post at the address registered in the register of members no later than 21 calendar days from the date of deemed notice. A member shall notify the Company in writing sent by ordinary first class post no later than 14 calendar days from the Company posting notice notifying it of his wish to purchase the shares in the notice received from the Company. The Company shall for such purpose be deemed to be the agent of the retiring member.

Such shares shall be transferred at a fair consideration and in the event of a dispute the Auditors of the Company shall adjudicate on a fair valuation which shall then be deemed to be binding on both parties. Consideration for such shares paid to the Company shall be paid to the retiring member within 14 days of receipt. In the event that any retiring member refuses to execute the transfer of any such shares the Company shall appoint any Director to execute any and all such documents on behalf of the Company. Should no member express a wish to purchase any or all such shares, then the retiring member shall then be free to transfer such shares to any transferee but in any event any such transfer shall remain subject to Article 12. No share shall be transferred by the retiring member until the procedure in this article has been exhausted.

(b) Clauses 24, 25, 29, 30 & 31 of Table A shall be modified accordingly.

DIRECTORS APPROVAL OF SHARE TRANSFERS

12. (a) The Directors shall have and maintain absolute discretion in the case of all proposed transfers of shares of whatever class to decline to register the proposed transfer of any shares in the capital of the Company without being required to give any reason or explanation thereof and shall be entitled to decline to give any reason or explanation thereof on any formal request for such reason being received. Such discretion shall apply regardless of any other provisions in these articles. Notice of any refusal to register any such proposed transfer shall be sent to both the transferee at the address recorded in the register of members and the address of any presenter of such documents of transfer within one month after the date upon which the documents of transfer were presented to the Company. Any proposed transfer of shares in the capital of the Company shall be presented on the prescribed form, be correctly executed and shall have the appropriate stamping duty paid and no more than one class of share shall be transferred on a prescribed form.

(b) Clauses 23, 24 & 25 of Table A shall be modified accordingly.