

Number of Company: 35109627

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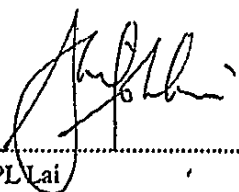
The Companies Act 1985
Company Limited by Shares
Special Resolution
of
May Gurney Group Trustees Limited

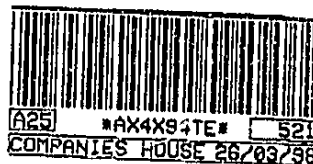
Passed 19 March 1998

By a Resolution in Writing of the Members of the above named Company, dated 19 March 1998, the subjoined SPECIAL RESOLUTION was duly passed.
viz:

Resolution

That the existing Articles of Association of the Company be deleted in their entirety and new Articles of Association as attached hereto and initialled by the Secretary, be adopted in place thereof.


.....
Director - PL Lai



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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
MAY GURNEY GROUP TRUSTEES LIMITED

INCORPORATED THE 16 DAY OF FEBRUARY 1998

REGISTERED NUMBER 3510967

(New Articles of Association adopted by Special Resolution dated 19 March 1998)

KPMG
Chartered Accountants
Aquis Court
31 Fishpool Street
St Albans
Hertfordshire AL3 4RF

Telephone 01727 733000
Telefax 01727 733001

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MAY GURNEY GROUP TRUSTEES LIMITED

- 1 The name of the Company is MAY GURNEY GROUP TRUSTEES LIMITED*
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are:**
 - (a)(i) To undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any employee trust, person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body.
 - (ii) To undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity, and whether in money or specie, in furtherance of any discretion, obligation or permission.
 - (iii) For the above purposes to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in over or upon any real or personal property of any kind, including contingent and reversionary interests in any property, and to undertake and carry on any business undertaking or transaction.
 - (iv) In the matters and for the purposes aforesaid to act solely or jointly with any other person, corporation or body.
 - (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 business 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.

* The name of the Company was changed from CANNERON LIMITED on 16 March 1998

** Original objects clause 3(a) was deleted and new objects clause 3(a) inserted by Special resolution passed on 19 March 1998

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(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 and 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 any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, 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 investment made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others and to invest and deal with money and assets of the Company not immediately required in any manner and to receive money and securities on deposit or loan, at interest and otherwise upon such terms as the Company may approve.

(i) To borrow and raise money in such manner as the Company shall think fit 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, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.

(j) To enter into or accept any guarantees or indemnities and to guarantee support or secure, either with or without the Company receiving any consideration or advantage, and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), including its uncalled capital, of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities or other liabilities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company within the meaning of section 736 of the Companies Act

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1985 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.

(k) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

l) To apply for, promote, and obtain any Act of Parliament, Provisional 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 which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.

(m) 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 or concessions which the Company may think desirable.

(n) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

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

(p) 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.

(q) 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.

(r) 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 serving or have served the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in the 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 toward



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 such persons and of their wives; widows; children and other relatives and dependants; and 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 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.

s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or 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.

(t) 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.

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

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

(w) 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.

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

The objects set forth in each sub-clause of the Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, 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 from the terms of any other sub-clause or the object or objects therein specified or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4 The liability of the Members is limited.

5 The Share Capital of the Company is £1,000 divided into 1,000 ordinary 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, addresses and descriptions of Subscribers	Number of shares taken by each person
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POH LIM LAI
24 Redwood Drive
Wing
Buckinghamshire
LU7 0TA

ONE

Chartered Secretary

ANNE ROSALIND BATESON
"High Trees"
Great Holland
Frinton-on-Sea
Essex
CO13 0HZ

ONE

Company Secretary

Dated this 5 day of February 1998

Witness to the above Signatures:-

JULIE MARQUISS
76 Central Avenue
Enfield
Middlesex
EN1 3QF

001/m&a/cannon

P. J. S.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

MAY GURNEY GROUP TRUSTEES LIMITED

Adopted by Special Resolution passed on

19 March 1998

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

TRANSFER OF SHARES

3. Subject as provided in the next following Article, the directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.
4. (a) For the purpose of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by a director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of

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the directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof.

- (b) The Holding Company may by resolution of its board of directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share.

TRANSMISSION OF SHARES

5. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETING

6. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director", the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the directors.

PROCEEDINGS AT GENERAL MEETINGS

7. Regulation 41 of Table A shall apply subject to the addition of the following sentence:
"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".
8. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

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VOTES OF MEMBERS

9. Regulation 56 of Table A shall be subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words:
- "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting".
10. Regulation 62 of Table A shall apply subject to the following additions:
- (a) the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"; and
 - (b) the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll".

DIRECTORS

11. The provisions of this Article 11 shall have effect for so long as the Company is trustee of the May Gurney Group Limited Employee Share Ownership Trust to be constituted by a deed between May Gurney Group Limited (1) and the Company (2) ("the Trust Deed").
- (a) The Board shall comprise at least one Non-Executive Trustee Director together with 2 or more Executive Trustee Directors.
 - (b) An Executive Trustee Director shall be a person who is an executive director of May Gurney Group Limited at the time of appointment.
 - (c) The Executive Trustee Directors shall be persons who are nominated as such pursuant to this Article 11(c) by May Gurney Group Limited.
 - (d) Any Non-Executive Trustee Director(s) shall be a non-executive director of May Gurney Group Limited, provided he is not an executive director of any company in the Group or a shareholder of May Gurney Group Limited but if there is no such non-executive director able to accept appointment, a Non-Executive Trustee Director shall be any person nominated by the board of May Gurney Group Limited provided he is not an executive director or shareholder of May Gurney Group Limited.
 - (e) In addition to the requirements of Article 11(b) an Executive Trustee Director shall retire from office if he ceases to be an employee or Executive Director of the Group.
 - (f) The Annual General Meeting of the company for any year shall be held on the same date and at the same venue as the Annual General Meeting of May Gurney Group Limited in respect of the same year.
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(g) In these Articles:-

(i) "May Gurney Group Limited" means the company limited by shares registered with number 2372311

(ii) "Group" means May Gurney Group Limited and any other company which is:-

(a) resident in the United Kingdom for the purposes of United Kingdom taxation; and

(b) is under the control of May Gurney Group Limited, and

(c) is a subsidiary of May Gurney Group Limited within the meaning given by section 736 of the Companies Act 1985.

12. Subject to Article 11 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.
13. Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply.
14. Subject to the Act, a director may vote at a meeting of the directors or of a committee of directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions of Section 317 of the Act. Compliance with Section 317 of the Act shall be sufficient disclosure by directors for the purpose of Regulations 85 and 86.
15. The directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives by them or any of them by reason of the exercise of any such powers and Regulation 87 does not apply to the Company.
16. The directors shall be entitled to such remuneration (if any) by way of a fee as shall from time to time be determined by resolution of the directors and the directors shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties and Regulations 82, 83 and 84 shall be amended accordingly.
17. Any director who, by request of the directors, performs special services for any purpose of the Company which in the opinion of the directors is outside the normal scope of such director's duties shall receive extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine, which shall be charged as part of the Company's ordinary revenue expenses.
18. Any director or member of a committee of the Board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of the committee participating in a meeting in this manner shall be deemed to be present in person at such a meeting.

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INDEMNITY

19. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them as such in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the court. Regulation 118 of Table A shall not apply.

Number of Company: 3510967

The Companies Act 1985
Company Limited by Shares
Special Resolution
of
May Gurney Group Trustees Limited

Passed 19 March 1998

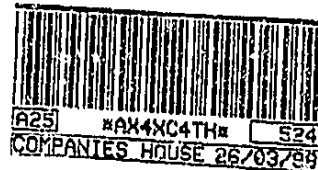
By a Resolution in Writing of the Members of the above named Company, dated 19 March 1998, the subjoined SPECIAL RESOLUTION was duly passed, viz:

Resolution

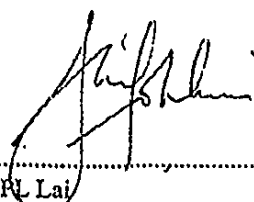
That the main objects clause of the Memorandum of Association of the Company be altered by the deletion of the existing clause 3(a) and the insertion of new clause 3(a).

New Clause 3(a)

- (i) To undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any employee trust, person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body.



- (ii) To undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity, and whether in money or specie, in furtherance of any discretion, obligation or permission.
- (iii) For the above purposes to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in over or upon any real or personal property of any kind, including contingent and reversionary interests in any property, and to undertake and carry on any business undertaking or transaction.
- (iv) In the matters and for the purposes aforesaid to act solely or jointly with any other person, corporation or body.



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Director - PL Lai