

THE COMPANIES ACTS 1985 TO 1989

METNOR GROUP PLC

(Company Number 3596379)

SPECIAL RESOLUTION

We the undersigned, being all the members for the time being of the above-named company, hereby pass the following resolution as a special resolution and agree that this resolution shall, in accordance with Article 53 of Table A (which is incorporated in the articles of association of the company), be for all purposes as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

IT IS RESOLVED:

That the memorandum of association of the company be altered by deleting clause 3 and by substituting therefor the new sub-clause in the document attached hereto.

Dated 6th. July 1998


.....
JL NOMINEES ONE LIMITED (Authorised signatory)


.....
JL NOMINEES TWO LIMITED (Authorised signatory)

JIM LOWE AND COMPANY
1 Saville Chambers
North Street
Newcastle upon Tyne
NE1 8DF



THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

METNOR GROUP PLC

1. The Company's name is "METNOR GROUP PLC".
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The objects of the Company are:-

(a) (i) To act as a holding company and to hold all or any kinds of shares or other securities in any companies or enterprises whether incorporated or unincorporated and whether established or registered in the United Kingdom or elsewhere, and to take on the direction or management of any such companies or enterprises, and to arrange for the financing of the acquisition, merger or takeover of any such enterprises or companies; to lend money or provide financial support to any such companies or enterprises as aforesaid and to take all such steps as may be necessary or desirable to further the interests of any enterprises or companies in which the Company has an interest; to act as an investment company and to invest all or any of the companies money or other assets; to own, hold and manage and administer any freehold or leasehold property whatsoever, whether in the United Kingdom or elsewhere, and to collect rents and other income from any such property, and to effect maintenance, repairs and improvements to such property and to create any mortgages or charges or other encumbrances on or over any property held by the Company or managed by it and whether for the purposes of the Company or otherwise, and to satisfy or redeem any such charges, and to take all or any such steps as shall be deemed necessary for the protection of any such property or the Company's title thereto or rights thereover or to protect or further the interests of the company or any person on whose behalf the Company acts.

(ii) To carry on business as a general commercial company.

(b) To carry out any activity and to effect any transaction whatsoever whether or not that activity or transaction is incidental or conducive to the carrying on of any trade or business by the Company.

(c) Without prejudice to the generality of paragraphs 3(a) and (b) or to the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following objects: -

(i) To purchase or by any other means acquire any interest in any property (real or personal) or rights whatsoever, and to dispose of, use, deal with 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, or exercise any of the rights of an owner of such property or interest in property.

(ii) To acquire any other company or business whatsoever or all or any of the assets or liabilities of any company or business or of the persons carrying on any business, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with any company, business or person and control, manage, finance, subsidise, co-ordinate or otherwise assist any company, business or person, and to provide administrative, technical, commercial and other services and facilities of all kinds, and to make payments for and on behalf of any company business or person, and to enter any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to, any company, business or person or otherwise to assist any such company, business or person.

(iii) To invest and deal with the Company's money and other assets and property in any manner whatsoever.

(iv) To lend and advance money or give credit on any terms and for any purpose whatsoever and with or without security and to grant any mortgages, charges, securities and encumbrances over all or any of the Company's property, or any interest therein and to enter into guarantees, contracts of indemnity and suretyships of all kinds.

(v) To borrow and raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter with or without consideration into any guarantee, contract of indemnity or counter-indemnity or suretyship whether by personal covenant or otherwise to receive money on deposit or loan upon any terms and in particular but without limiting the generality of the foregoing to secure or guarantee in any manner and upon any terms the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, within the meaning of Section 736 of the Companies Act 1985 (or any statutory re-enactment or modification thereof) in relation to the company a subsidiary or a holding company or a subsidiary of any such holding company and for any such purposes to mortgage or charge the undertaking and all or any part of the property, assets and rights of the company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(vi) 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.

(vii) 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.

(viii) 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.

(ix) To make gifts and donations and to support and subscribe to any charitable or public object or any institution, society, or club; 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, business or person whatsoever and to the spouses, former spouses, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain pensions and other funds or schemes for the benefit of any such persons.

(x) If, and only to the extent permitted by the Companies Act 1985 (including any re-enactment or modification thereof), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of that Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of that Act.

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

None of the objects in any paragraph of this Clause shall be restrictively construed but each provision shall be given the widest possible interpretation, and none of the objects set out above shall be restricted to being exercised in a way which is incidental or conducive to the carrying on of any business by the Company, or shall in any way be limited or restricted by reference to or inference from any other object or objects or the name of the Company; and none of the objects in any paragraph of this Clause shall be deemed to be subsidiary or ancillary to any of the objects specified in any other paragraph, and the Company shall have as full a power to exercise each and every one of the objects as though each such paragraph contained the objects of a separate company.

5. The liability of the Members is limited.

6. The Company's share capital is £5,000,000 divided into 500,000,000 Ordinary shares of 1p. each.