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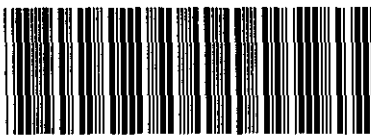
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4336647

The Registrar of Companies for England and Wales hereby certifies that
GRINDCO 394 LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 10th December 2001



N04336647K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

4336047

Company Name in full

GRINDCO 394 LIMITED

I, ANN ELIZABETH FISHER

of C/O GRINDEYS SOLICITORS, GLEBE COURT, STOKE-ON-TRENT,
STAFFORDSHIRE, ST4 1ET

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the
formation of the company] ~~person named as director or secretary of the
company in the statement delivered to the Registrar under section 10 of the
Companies Act 1985~~ † and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Ann E. Fisher

Declared at

STOKE-ON-TRENT

Day Month Year

On

014 112 210011

① Please print name.

before me ①

SAN ASHLEY.

Signed

S. Ashley

Date

4/12/01

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

MESSRS GRINDEYS, SOLICITORS

GLEBE COURT, STOKE ON TRENT, STAFFORDSHIRE, ST4 1ET

Tel (01782) 846441

DX number 21053

DX exchange STOKE ON TRENT

When you have completed and signed the form please send it to the
Registrar of Companies at:

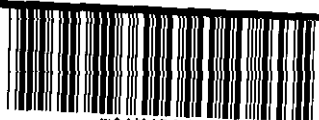
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A09
COMPANIES HOUSE

0465
07/12/01

Package: 'Laserform'
by Laserform International Ltd.

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Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

GRINDCO 394 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

C/O GRINDEYS SOLICITORS

GLEBE COURT

Post town

STOKE-ON-TRENT

County / Region

STAFFORDSHIRE

Postcode

ST4 1ET

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name

GRINDEYS

Address

GLEBE COURT

Post town

STOKE-ON-TRENT

County / Region

STAFFORDSHIRE

Postcode

ST4 1ET

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

MESSRS GRINDEYS, SOLICITORS

GLEBE COURT, STOKE ON TRENT, STAFFORDSHIRE, ST4 1ET

Tel (01782) 846441

DX number 21053

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When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name GRINDCO 394 LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

GRINDCO SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

C/O GRINDEYS SOLICITORS

GLEBE COURT

STOKE-ON-TRENT

STAFFORDSHIRE

Postcode

ST4 1ET

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

GRINDCO DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

C/O GRINDEYS SOLICITORS

GLEBE COURT

STOKE-ON-TRENT

STAFFORDSHIRE

Postcode

ST4 1ET

ENGLAND

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

I consent to act as director of the company named on page 1

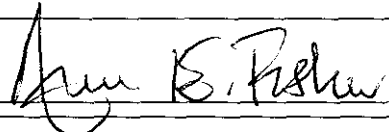
Consent signature**Date**

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
	Forename(s)	<input type="text"/>								
<small>* Voluntary details</small>	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
	Address	<input type="text"/>								
Usual residential address		<input type="text"/>								
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date****Or the subscribers***(i.e those who signed
as members on the
memorandum of
association).***Signed****Date**

24.12.01

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm – show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and *need not give the name by which that person was known before he or she adopted the title or succeeded to it.*

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

014573

The Companies Act 1985

Company Limited by Shares

Company Number

MEMORANDUM OF ASSOCIATION
OF
GRINDCO 394 LIMITED



Incorporated on the day of 2001

- 1 The name of the company is Grindco 394 Limited (hereinafter called 'the Company').
- 2 The registered office of the Company is to be situate in England.
- 3 The objects for which the Company is established are:
 - a) to carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Act 1985 (hereinafter called 'the Act') as amended, extended or applied by or under any other enactment or as re-enacted.
 - b) to carry on any other trade or business whatsoever which can in the opinion of the members or directors of the Company be conveniently or advantageously or profitably carried on in connection with or ancillary to any of the businesses of the Company or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets;
 - c) to assume the obligations or any of them arising from the formation of the Company and in particular but without limit to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company or which the directors may consider to be in the nature of preliminary expenses;
 - d) to undertake or acquire all or any part of the business, assets and liabilities of or any share in any company, partnership or person carrying on or proposing to carry on all or any of the objects for the time being of the Company, or to amalgamate, enter into partnership, share profits, co-operate, or engage in mutual assistance with any such company, partnership or person or for subsidising or otherwise assisting any such company, partnership or person, 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, charge and deal with any shares, debentures, debenture stock or securities however received, and to conduct and carry on, liquidate or wind up any such business;
 - e) to apply for, subscribe, take, purchase or otherwise acquire, hold and deal with shares, debentures, options or other interests in or securities of any other company so as to benefit directly or indirectly the Company or enhance the value of its property, and to co-ordinate, finance, manage, supervise or control the business and operations of any company in which the Company may hold such interest;

- f) to acquire and take options over and deal with any property whatsoever, including but without limit any shares in the capital of the Company, and any rights or privileges of any kind over or in respect of any property, and without limit to purchase, take on lease, exchange, hire, or otherwise acquire any estate or interest in any real or personal property, and to deal with the same or any part thereof;
- g) to promote any other business for the purpose of acquiring the whole or any part of the business, property, undertaking or liabilities of the Company or of any business, property, undertaking or liabilities 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 subscribe for, purchase or otherwise acquire or place or guarantee the placing of or underwrite all or any part of the shares, debentures or securities of any such company as aforesaid;
- h) to sell, let (including, but without limitation, by way of assured shorthold tenancy), exchange, dispose of, turn to account, grant licences, options, rights or privileges in respect of, mortgage, charge or otherwise deal with all or any part of the business or property of whatever nature of the Company, and to deal in any manner as aforesaid with the same or any part thereof either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit as the members or the directors of the Company may think fit;
- i) to erect, build, manufacture, improve, manage, construct, repair, maintain, alter or develop any real or personal property;
- j) to invest and deal with any moneys in any manner, and to hold, alter, dispose of or otherwise without limit deal with any investments so made;
- k) to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee therefor, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
- l) to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company, any holding, subsidiary or associated company of the Company, or any other person, firm or company of any obligation undertaken by the Company or any of them as the case may be, either with or without the company receiving any consideration or advantage, and to stand security or guarantor for or otherwise support any obligation of any other person, firm or company whether by personal covenant, mortgage, charge, standard security or lien upon the whole or any part of the undertaking, property and assets of the Company whether present or future including but without limit its uncalled capital;
- m) to advance or lend money or give any credit to any person, firm or company as the directors or members may think fit, and to give financial assistance as statutorily permitted for the acquisition or redemption of any shares, debentures, option rights or other security of the Company;
- n) to draw, issue, accept, endorse, discount, negotiate, make or deal with as may seem expedient cheques, bills of exchange or lading, promissory notes, warrants, coupons, debentures, and other negotiable or transferable notes or instruments;

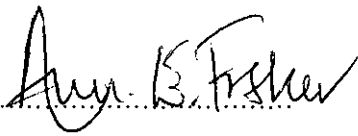
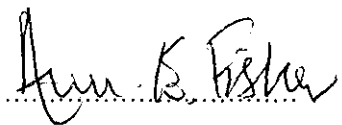
- o) to seek any permission, order, privilege, charter, concession, decree, right, or licence from any government department, national, local or other statutory authority or official body in any part of the world where the Company does or may do business or other official sanctions for enabling the Company to pursue any of its objects for the time being or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and comply with the same, and to oppose or defend any proceedings or application which may seem directly or indirectly to advance or prejudice the Company's interests as the case may be;
- p) to seek in any part of the world and deal with, grant or obtain licences in respect of, manufacture under, operate, test, improve, or experiment on any invention, discovery, copyright, patent, brevet d'invention, licence, secret process, trade mark, service mark, design, registration, protection and concession as may seem expedient or beneficial, and to register, re-register, disclaim, alter, modify, use, and turn to account the same or any of them;
- q) to act as principal, nominee, agent (whether disclosed or undisclosed), broker, trustee, factor, contractor or sub-contractor in any part of the world;
- r) to pay, reward or remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company;
- s) to give to any charitable, benevolent or public cause or object which may be for the benefit of the Company or any holding, subsidiary or associated company of the Company or any directors or employees thereof, and to provide or pay towards any pension, annuity, gratuity, insurance, superannuation or other allowance or benefit, and generally to provide advantages, facilities and services for any persons who are or have been directors of, employed by, or serving the Company or any holding, subsidiary or associated company of the Company or any predecessor thereof and to the members of the family, dependants, personal representatives or nominated beneficiaries of any such persons, and to set up, establish, maintain, provide, contribute towards and lend in favour of any incentive, profit-sharing, option, or savings related scheme for the benefit of the employees of the Company or any holding, subsidiary or associated company as aforesaid;
- t) to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including but without limit the shares, debentures or other securities of any other company taking over the whole or any part of the undertaking, assets or liabilities of the Company, and to purchase or assist the purchase of or redeem the shares for the time being (including any redeemable shares) or reduce the capital of the Company in any manner permitted under Part V of the Act;
- u) to carry on any of the objects for the time being of the Company in any part of the world as principal or by or through agents, trustees, brokers, sub-contractors or otherwise and either alone or with any other person, firm or company;
- v) to do all things specified for the time being in the articles of association of the Company.

The objects in each preceding sub-clause shall not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause herein except as may be expressly stated, or by the name, place or

date of incorporation of the Company. Each sub-clause, object and power herein shall be a main object of the Company and not ancillary or subsidiary to any other sub-clause, object or power herein. The Company shall have as full a power to exercise all or any of the objects and powers in each sub-clause herein as if each sub-clause contained the objects of a separate company. Reference to any company herein shall be deemed to include any body whether incorporated or not and wherever in any part of the world set up, established or registered.

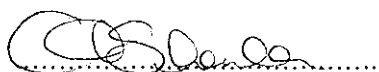
- 4 The liability of the members is limited.
- 5 The share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

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 below against our respective names.

Names, and addresses of subscribers	Number of shares taken by each subscriber
GRINDCO DIRECTORS LIMITED C/O GRINDEYS SOLICITORS GLEBE COURT STOKE-ON-TRENT ST4 1ET 	One
GRINDCO SECRETARIES LIMITED C/O GRINDEYS SOLICITORS, GLEBE COURT STOKE-ON-TRENT ST4 1ET 	One

Dated 4th day of December 2001

Witness to the above signatures



C A Shenton
Glebe Court
Stoke on Trent
ST4 1ET

The Companies Act 1985

Company Limited by Shares

Company Number

ARTICLES OF ASSOCIATION

OF

GRINDCO 394 LIMITED

Incorporated on the day of 2001

Interpretation

1 In these Articles, if not inconsistent with the subject or context:

‘Act’ means the Companies Act 1985 as amended or re-enacted from time to time

‘Table A’ means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3 The last sentence of Regulation 1 of Table A is amended by deleting the words “but excluding any statutory modifications thereof not in force when these Regulations become binding on the Company”

4 Regulation 1 of Table A is further amended by adding at the end of the last sentence the words “ but, if a particular word or expression has more than one definition in the Act the definition to be adopted is that which has the most general application in the Act”.

5 Regulations 8, 24, 26, 40, 41, 59, 64, 65, 73 to 78, 80, 94, 95 to 98, and 118 of Table A do not apply to the Company.

Share capital

6 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.

7 Regulation 2 of Table A is amended by adding at the end “or, if there is no relevant resolution or so far as the resolution does not make specific provision, as the Directors determine”.

- 8 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 6 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.
- 9 The authority conferred on the directors by articles 6 and 7 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
- 10 The provisions of section 89(1) of the Act do not apply to the Company.

Lien

- 11 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to all distributions of money and other assets attributable to it.
- 12 Regulation 10 of Table A is amended by adding at the end the following sentence :-
"The transferee shall be registered at the holder of the shares comprised in the transfer (whether the share certificate has been produced or not) and he shall not be bound to see to the application of the purchase consideration."
- 13 Regulation 11 of Table A is amended by replacing "to the person entitled to the shares at the date of the sale" with "to the person entitled to the shares immediately prior to the sale."

Calls of shares and forfeiture

- 14 Regulation 12 of Table A is amended by replacing "subject to receiving at least 14 clear days notice" with "subject to being given at least 14 clear days notice" and by replacing "before receipt of the Company of any sum due thereunder" with "before receipt by the Company of the sum due thereunder."

Transfer of shares

- 15 The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

Transmission of shares

- 16 Regulation 30 is amended by adding the following sentence after the first sentence :-
"The Directors may by written notice require the person to make his election within 28 days of the date of the notice and if he does not do so he shall be deemed to have elected to have become the holder of the share."
- 17 Regulation 31 of Table A is amended by adding at the end the following sentences :-
"When a person becomes entitled to a share by transmission, the rights of the holder in relation to it cease. The person entitled by transmission may give a good discharge for dividends and other distributions in respect of the share."

- 18 Regulation 31 is further amended by replacing "shall have the rights" with "shall (unless and so long as he fails to comply with a notice requiring him to elect under regulation 30) have the rights."

Proceedings at general meetings

- 19 No business shall be transacted at any meeting unless a quorum is present when the meeting commences business. Where there are two or more members of the Company two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. Where there is only one member of the Company then the quorum shall be one. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 20 The first sentence of Regulation 38 of Table A is amended by deleting "or a resolution appointing a person as a director."
- 21 Notice of meetings need not be given to the directors as such and Regulation 38 of Table A is modified accordingly.
- 22 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
- 23 On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

- 24 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

- 25 A director (other than an alternate director) may appoint any person with the consent of the other directors to be an alternate director and may remove from office an alternate director appointed by him. Regulation 67 of Table A is amended by deleting the words which follow "if his appointers ceases to be a director."
- 26.1 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.
- 26.2 An alternate director shall not be entitled to remuneration from the company for his services as an alternate director except that he may be paid by the company such part of the remuneration otherwise payable to his appointor as the appointor specifies by notice to the company.

Delegation of powers

- 27 The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

Appointment and retirement of directors

- 28 The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
- 29 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- 30 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.
- 31 There is no age limit for directors of the Company.
- 32 A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

- 33 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):
- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
 - (e) he is otherwise duly removed from office.

Remuneration of directors

- 34 Regulation 82 of Table A shall be amended by adding after 'entitled to such remuneration' the words 'for their services as such'.

Proceedings of directors

- 35 Regulation 88 of Table A shall be amended by adding to the sentence:
- It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom
- the words:
- unless he has given to the Company an address outside the United Kingdom to which notices should be sent and has requested the secretary to give him notice of such meetings.
- 36 If and so long as the minimum number of directors specified under these Articles is one:

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article 34 of these Articles shall have no effect.

37 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

38 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

Minutes

39 Regulation 100 of Table A is amended by replacing paragraphs (a) and (b) with "of all proceedings of general meetings and at meetings of the directors"

The seal

40 Regulation 101 of Table A is amended :-

(a) by replacing "The seal shall only be used" with "If the company has a seal it shall be used only"; and

(b) by adding at the end the following sentence :-

"A document signed by a director and a secretary or by two directors and expressed to be executed by the company has the same effect as if executed under the seal".

41 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Dividends

42 Regulation 107 of Table A is amended by adding at the end the following sentence :-

"Unclaimed dividends may be invested or otherwise made use of for the benefit of the company until claimed."

43 Regulation 108 of Table A is amended by replacing "twelve years" with "three years."

Notices

44 Regulation 115 of Table A is amended by :-

(a) replacing "at the expiration of 48 hours after the envelope containing it was posted" with "at the expiration of 24 hours after the envelope containing it was posted if sent by first class post and at the expiration of 48 hours is sent by second class post."

(b) by adding the following sentences "A notice which is served by being left at the registered office of the addressee shall be deemed to have been given when it was left there. A notice given by facsimile transmission shall be deemed to have been given when the message was sent."

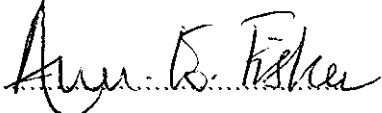
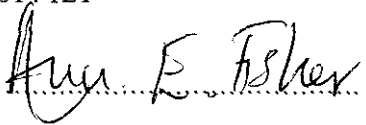
45 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated

by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

- 46 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Names, addresses and description of subscribers

Names and addresses of subscribers
GRINDCO DIRECTORS LIMITED C/O GRINDEYS SOLICITORS GLEBE COURT STOKE-ON-TRENT ST4 1ET 
GRINDCO SECRETARIES LIMITED C/O GRINDEYS SOLICITORS GLEBE COURT STOKE-ON-TRENT ST4 1ET 

Dated 4th day of December 2001

Witness to the above signatures



C A Shenton
Glebe Court
Stoke on Trent
ST4 1ET