

COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 5174423

ORDINARY & SPECIAL RESOLUTIONS

OF

BERRYHEATH LIMITED

*We, the undersigned, being the sole Member of the above named Company entitled, at the date of this Resolution, to receive notice of and to attend and vote at General Meetings of the Company ~~HEREBY PASS~~ the following Resolutions which, in the case of Resolutions 1 and 4, shall be passed as **SPECIAL RESOLUTIONS** and which, in the case of Resolutions 2 and 3, shall be passed as **ORDINARY RESOLUTIONS** and agree that the said Resolutions shall, pursuant to Section 381 (A) (1) of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:*

SPECIAL RESOLUTION

1. That the existing authorised and issued 100 Ordinary shares of £1 each in the Company be redesignated as 100 "A" Ordinary shares of £1 each.

ORDINARY RESOLUTIONS

2. That the authorised share capital of the Company be increased from £100 to £2,000 by the creation of 900 "A" Ordinary Shares of £1 each and 1,000 "B" Ordinary Shares of £1 each, having the rights attached as set out in the proposed new Articles of Association annexed hereto.
3. That the Directors be and hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares up to the amount of the authorised share capital of the Company (£2,000) at any time during the period of five years from the date of this resolution.

SPECIAL RESOLUTION

4. That the regulations contained in the printed document submitted to this Meeting and annexed hereto, and, for the purpose of identification, signed by the Chairman, be and hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Dated this 14th day of July 2004

J Sab

A.C. Directors Limited



ASHCROFT CAMERON (UK) LIMITED
4 Rivers House, Fentiman Walk, Hertford, Hertfordshire, SG14 1DB

Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES

Articles of Association

OF

**BERRYHEATH
LIMITED**

(As Adopted by a Resolution of the Company dated 14th July 2004.)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulation 3, 8, 24, 35, 64, 73 and 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

INTERPRETATION

4. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARES

5. Subject to the provisions of Articles 7 and 8 hereof the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles and the Directors may allot, grant options over or otherwise dispose of such shares to such persons on such terms and in such manner as they think fit provided always that:-
 - (i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of adoption of these Articles of the Company;
 - (ii) the Members in General Meeting may by Ordinary Resolution:
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority).

(iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

6. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder on such terms and in such manner as the company may in these Articles of Association determine.
7. The Share Capital of the Company at the date of adoption of these Articles is £2,000 divided into 1,000 "A" Ordinary Shares of £1 each and 1,000 "B" Ordinary Shares of £1 each. The "A" Ordinary Shares and "B" Ordinary Shares shall have the same rights and privileges and shall rank pari passu in all respects save that the directors may at any time resolve to declare a dividend on one or more classes of share and not one or other classes, and the holders of each class of share shall not confer the right to subscribe for or receive any allotment of shares other than shares of the same class and accordingly (unless otherwise determined by special resolution):
 - (a) where shares are required to be offered to members in proportion to existing shares held by them the shares concerned shall first be converted into shares of the appropriate class and offered to members holding shares of the same class; and
 - (b) upon any capitalisation or rights issue shares of any class may be allotted only to and amongst members holding shares of the same class; and
 - (c) the Articles of Association of the Company and Table A are to be read and construed accordingly.
8. In accordance with section 91 of the Act Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days nor more than twenty eight days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectively be offered in the manner aforesaid.
9. Subject to Chapter VII of the Act, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits, the proceeds of a fresh issue of shares, capital or otherwise.

LIEN ON SHARES

10. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

11. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the Company has a lien. The first sentence of regulation 24 and all of regulation 25 of Table A shall not apply to the Company.

COMPANY SEAL

12. The Company need not have a company seal. The Directors may execute under the signature of any two of them or any one of them and the company secretary as they may determine and pursuant to Sections 36A and 36B of the Act deliver any document so as to have the same effect as a deed. The obligation under the second sentence of Regulation 6 of Table A and all of Regulation 101 of Table A apply only if the Company has a seal.

GENERAL MEETINGS AND RESOLUTIONS

13. In accordance with section 372(3) of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of regulation 59 of Table A shall not apply to the Company.
14. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

DIRECTORS

15. Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors but unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A shall be modified accordingly.
16. The Directors may appoint a person who is willing to act to be a director, either to fill a casual vacancy or as an additional Director, and the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
17. Subject to the provisions of these Articles and to section 293 of the Act any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
18. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.

BORROWING POWERS

19. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

20. (a) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
- (b) An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall automatically be vacated if he becomes incapable by reason of illness, injury or operation of law of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

INDEMNITY

22. Subject to the provisions of section 310 of the Act every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144 (3) of (4) or Section 727 of the Act in which relief is granted to him by the Court, and no other Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. In this connection the Company may pursuant to Section 310(3) of the Act purchase and maintain indemnity insurance cover for its Directors and other officers. Such indemnity shall extend to former Directors and officers of the Company.