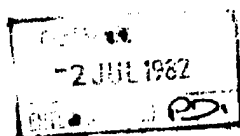




00556238

The Companies Act (Northern Ireland), 1960



COMPANY LIMITED BY SHARES

Articles of Association

N.1.15903/2

- of -

A.G. NEWBERRY LIMITED

25 JUN 1982

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act (Northern Ireland), 1960, (hereinafter referred to as "Part II of Table A") shall apply to the Company.
2. The Articles hereinafter contained and the remaining Regulations of Part I of Table A which are incorporated in Part II of Table A, subject to the modifications hereinafter expressed together with Regulations 2 to 6 inclusive of Part II of Table A shall constitute the Regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in general meeting) allot or otherwise dispose of them to such persons, at such times and on such conditions as they think proper, subject to Regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
4. In Regulation 11 of Part I of Table A, the words ("not being a fully paid share") and ("other than fully paid shares") shall be omitted.
5. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest, equity or trust in or affecting any share other than the absolute right thereto of the registered holder.
6. No share or shares shall be transferred to any person other than a shareholder of the Company so long as any member of the Company is willing to purchase the same at the value to be determined as hereinafter mentioned.

7. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller whether entitled in his own right or otherwise, shall give notice to the Directors that he desires to sell the share or shares, and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.
8. The Company shall within seven days of the receipt of the last mentioned notice, give notice to every member of the proposed sale in the event of two or more members wishing to purchase the share or shares offered for sale, the same shall be offered to such members, in proportion as nearly as may be to the number of shares of the Company held by them respectively. If the Directors fail for the space of twenty-eight days to find a member willing to purchase the share or shares and to give notice to the seller, the share or shares may be disposed of as if these provisions had not been made.
9. The value of such share or shares (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company and the price so fixed shall be binding upon the seller and the purchaser respectively.

DIRECTIONS

10. Paragraph (f) of Regulation 90 of Part I of Table A shall not apply to the Company.
11. Regulations 91 to 99 inclusive of Part I of Table A shall not apply to the Company.
12. Any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

BORROWING POWERS

13. In Regulation 81 of Part I of Table A the words from "so however" to the end of the regulation shall be omitted.

INDEMNITY

14. Every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 394 of the Companies Act (Northern Ireland), 1960) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

PENSION AND SUPERANNUATION FUNDS

15. The Directors may give or procure the giving of pensions annuities gratuities, donations and superannuations or other allowances or benefits or charitable aid to 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 which is a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary company, and to the wives, widows, children and other relatives and dependants of such persons and may make payments for or towards the insurance of any of such persons and their wives, widows, children and other relatives and dependants and may set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and their wives, widows, children and other relatives and dependants, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such pension, annuity, gratuity, donation, superannuation or other allowance or benefit or charitable aid.
16. Regulation 137 of Part I of Table A shall be omitted.

WINDING UP

17. If the Company shall be wound up the liquidator may, with any sanction required by the Companies Act (Northern Ireland), 1960 divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall share or other securities whereon there is any liability.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*James O'Connor, 10 Donegall Square South, Belfast -
Liquidator.*

*Michelle McKinnin, Secretary
10 Donegall Square South, Belfast
BT1 5LT.*

Dated the 2nd / day of June 1982

Witness to the above signatures:-

Balthasar Mc Lann
Secretary
10 Donegan Square South
Belfast