



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS OF LINDERTIS COMPANY
LIMITED

(Registered Number - 36885) ("the Company")

RESOLVED under and in terms of the Articles of Association of the Company that the following resolutions be passed:-

1. As an Ordinary Resolution:-

THAT,

- (a) The 5,000 ordinary shares of £1 each in the share capital of the Company be re-classified and re-designated as 2,500 A Ordinary Shares of £1 each and 2,500 B ordinary shares of £1 each; and
- (b) The 150,000 non-voting cumulative preference shares of £1 each in the share capital of the Company be re-classified and re-designated as 75,000 non-voting cumulative A preference shares of £1 each and 75,000 non-voting cumulative B preference shares of £1 each;

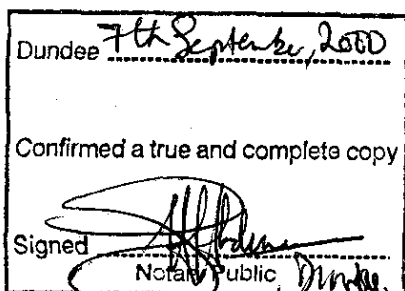
the re-classified and re-designated shares having the rights specified in the amended Articles of Association of the Company aftermentioned.

2. As a Special Resolution:-

THAT the Memorandum of Association of the Company be amended in the manner following, that is to say by the deletion of the present Clause III and the adoption of new Clause III namely:-

"III. The objects for which the Company is established are:-

- (1) To carry on the business of a holding company and the business of an investment company or other and to do all lawful acts and things whatever, that are necessary or convenient in carrying on the business of a holding company or the business of an investment company or both and in particular to carry on in all its branches the business of a management and servicing company and to act as managers or to direct the management of other companies or of the business, property and estates of corporations private persons or companies and to undertake



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and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate policies of insurance and other such property, real or personal and rights and interests in property as the Company shall deem fit.

- (2) To carry on any other businesses or trades which can be *advantageously or conveniently carried on* by the Company by way of extension of or in connection with the objects outlined in Clause III(1) or which are calculated directly or indirectly to benefit the Company or to enhance the value or render more profitable any of the Company's property or rights.
- (3) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (4) To purchase, feu, construct, acquire, maintain, improve, take in exchange or on lease or hire, and use for any purpose of the Company, any lands and buildings, machinery, plant, stock-in-trade, apparatus, concessions and other property, rights, privileges, servitudes, easements and interests, goodwill and other rights of whatever kind, heritable and moveable, real and personal, which may be deemed necessary or convenient for such purposes, or any of them, and to hold, exercise, develop, improve and promote the uses of the same.
- (5) To build, construct, carry out, lay down, maintain, improve, manage, work, control and superintend, pull down and remove *or replace*, any factories, mills, offices, houses or buildings, roads and other works and services, which may seem, directly or indirectly, conducive to any of the Company's objects and to contribute to, subsidise, or otherwise assist or take part in such operations.
- (6) To apply for or join in applying for or otherwise acquire any Letters Patent, patent rights or inventions, brevets d'invention, licences of any kind, concessions, secret processes, registered designs, unregistered designs, trade marks, or the like, which may appear to be useful to the Company, and to register,

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protect, prolong, renew, exercise, develop, grant licences under, use, manufacture under, or turn to account the same by merchandising or otherwise, and also to acquire, use and register trade marks and trade names in relation to any business for the time being carried on by the Company or which the Company is authorised to carry on or engage in.

- (7) To promote or concur in establishing or promoting any company for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (8) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other 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 conducted so as directly or indirectly to benefit the Company.
- (9) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (10) To pay for any property or rights acquired by the Company and to remunerate any person or company in cash, by instalments, or in shares or other securities of the Company, whether credited as paid up in part or in full or otherwise, and whether with or without special rights as to dividend or repayment of capital, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.
- (11) To vest any property, rights or interest heritable or moveable, real or personal, acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (12) To sell, feu, exchange, lease, hire, mortgage, pledge, transfer, turn to account or otherwise deal with or dispose of the whole or any part of the businesses, undertaking, property or assets, of the Company or any right over or any interest in the same in such manner, upon such terms, including payment in cash or in shares, or debentures, or other securities of any other company

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or person, and subject to such conditions as the Company may think proper.

- (13) To invest and deal with the available moneys of the Company in any manner.
- (14) To lend and advance money or give credit with or without security to any company or person upon such terms as may be resolved and to transact any of the business of a banker which may seem to the Company expedient.
- (15) To guarantee and grant security for the payment of any moneys or the performance of any contracts, liabilities, duties, obligations, or engagements of any company or person, and to become liable or responsible for money, and to undertake obligations of every kind and description, upon such terms as the Company may consider desirable.
- (16) To indemnify and secure any company or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company.
- (17) To receive money on deposit, and to raise or borrow money with or without security.
- (18) To secure the repayment of any money deposited with, or raised or borrowed by, the Company, and to secure the performance or implement of any guarantee, undertaking, indemnity or other obligation of whatever kind entered into by the Company or by any other person or company in every such case in such manner and on such terms as may seem expedient, including the issue or granting of bonds, standard securities, floating charges, bills, promissory notes, mortgages, loan stock, debentures or debenture stock perpetual or otherwise and charged or not charged upon the whole or any part of the Company's property and its uncalled capital for the time being and that at such rate of interest and repayable in such manner as may be deemed expedient, and to renew, re-issue, redeem or pay all or any of such securities.
- (19) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents.
- (20) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure

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the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (21) To distribute among the members of the Company in specie any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (22) To do all such things as are incidental or conducive to the attainment of the above objects and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise and by or through agents, trustees or otherwise and either alone or in conjunction with others.

Declaring that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and that the objects specified in each paragraph of this Clause shall be deemed separate objects and shall (except where otherwise expressed in such paragraph) be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company."

3. As a Special Resolution:-

THAT the amended Articles of Association of the Company, a copy of a print which is annexed hereto and initialled, for identification purposes only, by the Chairman of the Company, be and are hereby adopted as the Articles of

Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

[Signature]

24-11-1999
Date

[Signature]

24-11-1999
Date

Date

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24-11-1999
Date

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08-05-2000
Date

Date