

No: 535683

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTION

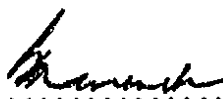
of

TRUCIDATOR LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on Friday, 7th October, 1994 the following resolution was passed as a special resolution:-

SPECIAL RESOLUTION

That the regulations contained in the document produced to the meeting and for the purpose of identification signed by the chairman thereof be and they are hereby approved and adopted as the articles of association of the company in substitution for and to the exclusion of all existing articles of association thereof.


.....
Chairman of the meeting

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DF

GFR/RAR



THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

Registered No. 535683

ARTICLES OF ASSOCIATION

of

TRUCIDATOR LIMITED

(Adopted by Special Resolution passed on *7th Oct 1994*)

ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

INTERPRETATION

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction. If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

3. (1) For the purpose of these articles, except where the context otherwise requires:-

"the AJA" means the Administration of Justice Act 1985;

"the Council" means the Council of The Law Society;

"the Firm" means the firm of solicitors carrying on practice in London under the name of Slaughter and May and any

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successor to that firm and "Partner" means a partner, including any person held out as a partner, for the time being in the Firm (but excluding any person who is, or who is held out as, a partner only in respect of an overseas office of the Firm);

"recognised body" means a body corporate for the time being recognised by the Council under section 9 of the AJA and the Rules;

"registered foreign lawyer" means a person registered in accordance with section 89 of the Courts and Legal Services Act 1990;

"the Rules" means the Solicitors' Incorporated Practice Rules 1988 (as amended by the Multi-National Legal Practice Rules 1991) or any modification or re-enactment for the time being in force; and

"solicitor" means a person qualified to act as a solicitor under section 1 of the Solicitors Act 1974.

- (2) Any reference to a provision of the AJA or the Solicitors Act 1974 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

MEMBERS

4. No person shall be a member of the company unless he is a solicitor, a registered foreign lawyer or a recognised body.

5. A member shall not hold a share for another person save as permitted by the Rules. A member shall not create any charge or other third party interest (save as permitted by the Rules) over any share.

6. (1) A member shall disclose to the company in writing:-

- (a) the nature and extent of any interests in shares registered in his name and the persons by whom such interests are held and
- (b) any change in the nature and extent of such interests or in the identity of the persons by whom such interests are held

forthwith on the creation of, or the change in, the interests concerned.

- (2) The company may require a member to furnish any information, document or other matter which the directors may think

necessary for the purpose of enabling the company to comply with the Rules and the member shall furnish the information, document or other matter required within such period as may be determined by the directors.

7. (1) The directors shall not enter in the company's register of members any person until that person and any person for whom he holds a share as trustee has submitted to the Council a Compensation Fund covenant as required by the Rules.
- (2) Upon any person first acquiring a beneficial interest in the shares registered in the name of a member, that member shall require that person to submit to the Council a Compensation Fund covenant as required by the Rules and to furnish evidence of such submission to the directors.

THE RULES

8. The management of the company and the allotment, issue, holding, transfer and transmission of all shares in the capital of the company shall be subject to the Rules and nothing in these articles shall be construed as authorising any breach of the Rules or any rules, principles or requirements of conduct applicable to recognised bodies by virtue of the Rules or section 9 of the AJA.

SHARE CAPITAL

9. The authorised share capital of the company is £5,000 divided into 5,000 Ordinary Shares of £1 each.

RIGHTS ATTACHED TO SHARES

10. Subject to the provisions of the Act, the Rules and these articles and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide, or if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

UNISSUED SHARES

11. Subject to the provisions of the Act, the Rules and these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

EXCLUSION OF RIGHTS TO OFFERS ON A PRE-EMPTIVE BASIS

12. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

TRANSFER OF SHARES

13. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

14. (1) If, in the opinion of the directors, the ownership or beneficial ownership of a share or shares in the company is at any time such as to put the company in breach of the Rules or if there is a prospective breach of the Rules in respect of the ownership or beneficial ownership of a share or shares in the company, then the directors shall send a written transfer notice to the member ("the Transferor") holding such share or shares.
- (2) The transfer notice shall require the Transferor to transfer all the shares owned by him to such person or persons ("the Transferee or Transferees") as the directors may direct in the notice and shall specify a date and place at which such transfer shall be completed.
- (3) On the completion date, and at the place, specified in the transfer notice the Transferor shall deliver to the Transferee or Transferees a duly executed transfer or transfers together with the relevant share certificate (if any) in respect of the share or shares comprised in the transfer notice, and against such delivery the Transferee or Transferees shall pay to the Transferor an amount ("the purchase money") equal to the nominal value of the share or shares so transferred, and upon such payment the Transferor shall have no further claim against the company, the directors or the Transferee or Transferees.
- (4) If completion shall not take place in accordance with article 14(3) above through the default of the Transferor, the directors may authorise some person to execute on behalf of and as attorney for the Transferor any necessary instruments of transfer and the company may receive the purchase money on behalf of, and if so shall hold the purchase money on trust for, the Transferor. The receipt of the company for the purchase money shall be a good discharge to the Transferee or Transferees who shall not be bound to see to the application thereof.

NOTICE OF GENERAL MEETINGS

15. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more

than one, each of them. The last sentence of regulation 38 of Table A shall not apply.

16. Apart from when the company has only one member, a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. If, and for so long as, the company has only one member, that member or the proxy for that member appointed in accordance with these articles or, where that member is a corporation, its duly authorised representative appointed in accordance with these articles shall be a quorum at any general meeting of the company or of the holders of any class of shares. Regulation 40 of Table A shall be modified accordingly.

17. For the purpose of Regulation 53 of Table A signature in the case of a corporation which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney.

VOTES OF MEMBERS

18. (1) A member shall not vote in breach of the Rules and any such purported vote shall not be accepted.

(2) Where a member fails to disclose or furnish any information, document or other matter which he is required to disclose or furnish to the company under article 6 or where a Compensation Fund covenant has not been submitted pursuant to article 7, the directors may resolve that no vote shall be accepted in respect of any share held by or for the member concerned until the member shall have disclosed or furnished the information, document or other matter required or the Compensation Fund covenant has been submitted, as the case may be. Notice of the passing of such a resolution shall forthwith be given to the member affected thereby.

19. A poll may be demanded by the Chairman or by any Member present in person or by proxy. Regulation 46 of Table A shall be modified accordingly.

20. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

PROXIES

21. For the purpose of attending and voting at meetings a member shall not appoint any person as a proxy or corporate representative contrary to the Rules.

22. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

DIRECTORS

23. No person shall be appointed or re-appointed to act as a director unless he is a solicitor or a registered foreign lawyer.

24. Subject to article 26, each Partner shall ipso facto be a director of the company and no person other than a Partner shall at any time be capable of being a director. In the event of any director ceasing to be a Partner he shall ipso facto and immediately cease to be a director of the company. Regulations 65 to 69 inclusive and 73 to 80 inclusive and the last sentence of regulation 84 of Table A shall not apply.

DIRECTORS' AGE LIMIT OR SHARE QUALIFICATION

25. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

DISQUALIFICATION OF DIRECTORS

26. The office of a director shall forthwith be vacated:-

- (1) if he ceases to be qualified to act as a solicitor under section 1 of the Solicitors Act 1974, or, in the case of a registered foreign lawyer, his name is struck off the register of foreign lawyers or his registration is suspended or cancelled;
- (2) if by notice in writing to the company he resigns the office of director;

- (3) if he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors;
 - (4) if he becomes a patient as defined by section 94 of the Mental Health Act 1983 or becomes a person as to whom powers have been exercised under section 98 of the Act;
 - (5) if he is removed from office by a resolution duly passed under section 303 of the Act;
 - (6) if he is prohibited from being a director by any order made under the Company Directors Disqualification Act 1986; or
 - (7) if he is removed from office pursuant to these articles.
- Regulation 81 of Table A shall be modified accordingly.

DIRECTORS' INTERESTS

27. A director who to his knowledge is in any way, directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a Meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled both to be taken into account in ascertaining whether a quorum is present and also to vote in respect of any contract or arrangement in which he is interested. Regulations 94 and 95 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

28. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit provided that such delegation is not in breach of the Rules. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

POWER TO PROVIDE FOR EMPLOYEES

29. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' GRATUITIES AND PENSIONS

30. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the

company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

NOTICE OF BOARD MEETINGS

31. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

DIRECTORS' WRITTEN RESOLUTIONS

32. A resolution in writing signed by or on behalf of a majority of the directors for the time being shall be as effective as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form each signed by or on behalf of one or more of the directors. Regulation 93 of Table A shall not apply.

OFFICIAL SEAL

33. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

NOTICES

34. Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

35. Any notice or other document, if sent by the company by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left by the company at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.