

No. 3457780

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

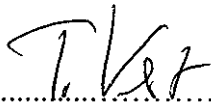
WRITTEN RESOLUTION OF
OEMETA (UK) LIMITED

PASSED 27TH APRIL 1999

We, the undersigned, being all Shareholders of the Company for the time being entitled to receive notice of and attend at meetings of the Company HEREBY RESOLVE pursuant to Section 381A of the Companies Act 1985 that the following Resolution be passed as a Written Resolution of the Company.

SPECIAL RESOLUTION

THAT: the Company's current Articles of Association cease to apply and that the Articles annexed hereto and for identification marked 'A' be adopted as the new Articles of Association of the Company.


.....
DULY AUTHORISED for and on behalf of
OEMETA CHEMISCHE WERKE GmbH

27.4.1999
.....
Date

85709/2



3457780

"A"

ARTICLES OF ASSOCIATION
of
OEMETA (UK) LIMITED

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
OEMETA (UK) LIMITED
PRELIMINARY

1.(a) The Regulations contained in Table A in the Schedule to the Companies Tables A to F (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Regulations 41, 53, 64, 73 to 80 inclusive, 87, 94 to 97 inclusive, 101 and 118 of Table A shall not apply to the Company, and in addition to the remaining Regulations of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

(b) In these Articles the following expressions shall have the meanings set out opposite them:

"the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; and

"Parent Company" means a company which is the registered holder of not less than ninety (90) per cent of the issued shares in the capital of the Company.

SHARES

2. The share capital of the Company at the date of the adoption of these articles is £100,000 divided into 100,000 shares of £1
3. Regulations 8 to 22 inclusive of Table A shall not apply to the Company.

TRANSFER OF SHARES

4. Regulations 24 to 26 inclusive of Table A shall not apply to the Company.

GENERAL MEETINGS

5. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to

the same day in the next week, at the same time and place, or at such time or place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the meeting shall be dissolved.

6. In accordance with the provisions of Section 381A of the Act, and subject to the requirements and restrictions of Section 381B thereof relating to the rights of auditors and Section 382A thereof relating to proper recording, anything that may be done by the Company in general meeting or a meeting of any class of members may be effected by a resolution in writing signed by or on behalf of all members of the Company who at the date of the resolution would be entitled to attend and vote at such meetings and may consist of several instruments in the like form each executed by or on behalf of one or more members.

APPOINTMENT OF DIRECTORS

7. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one, a sole Director shall have the authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.
8. The Directors are not subject to retirement by rotation. The last sentence of regulation 84 is accordingly deleted.
9. The Parent Company may by notice to the Company of the appointment, appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

ALTERNATE DIRECTORS

10. Subject to his obtaining the prior approval of the Parent Company, a director other than an alternate director, may appoint any person to be an alternate director and may terminate the appointment. An alternate director ceases to be an alternate for his appointer when his appointer ceases to be a director.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated if:
 - (a) he becomes incapable by reason of illness or injury of managing and administering his property and affairs; and

- (b) if he is served a written notice, signed on behalf of the Parent Company or, if there is no Parent Company, signed by or on behalf of the holder of shares conferring a majority of the voting rights conferred by all shares, requiring him to resign.

and Regulation 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

- 12.(a) The Directors may exercise the powers of the Company to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services to any who are or have been Directors of, or who are or have been employed by, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any such subsidiary, holding or fellow subsidiary company to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- 12(b) The Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers referred to in paragraph (a) above.

PROCEEDINGS OF DIRECTORS

- 13. A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to any matter in which he had, directly or indirectly, any kind of interest whatsoever, and if he shall vote on such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting. The Director remains obliged in any event to declare his interest in accordance with section 317 of the Act.
- 14. The Directors shall not enter into a Major Transaction without the prior

written approval of the Parent Company. For the purposes of this Article each of the following is a "Major Transaction":

- (a) any increase or reduction in the authorised or issued share capital of the Company;
- (b) the giving of any guarantees, indemnities or other assurances against financial loss in respect of any third parties or the creation of any mortgages, charges or other security over assets;
- (c) the acquisition or agreement to acquire or variation of any agreement to acquire any fixed or capital asset or the making of or agreeing to make or vary any agreement to make any capital expenditure except for:
 - (i) in any single accounting period, for individual items not in excess of £10,000; or
 - (ii) any capital expenditure provided for in the business plan of the Company for the relevant accounting period.
- (d) any agreement to sell, transfer, lease, assign, grant any licence in respect of or otherwise dispose of the whole or any part of the undertaking, property or other assets of the Company (whether by one transaction or a series of transactions) other than the sale of current assets in the normal course of trading;
- (e) the entry into any employment contract or the variation of the terms of service of any employee and the fixing or payment of the remuneration of any employee or the provision of benefits of any nature whatsoever to any employee or former employee or persons connected with them;
- (f) the acquisition or disposal of any business or shares in the capital of any company or the establishment of any branch;
- (g) any material change in the nature or scope of the business currently carried on by the Company;
- (h) any borrowing of monies or obtaining of any advance or credit (other than normal trade credit) if as a result of such borrowing, advance or credit the aggregate amount of the Company's borrowings would exceed £25,000 (the expression "borrowings" for this purpose includes bank borrowings, loan capital, amounts outstanding under finance leases, hire purchase agreements and other credit agreements and factoring arrangements);

- (i) the lending of any money which would result in the aggregate lending of the Company exceeding £25,000 (otherwise than by way of deposit with a bank or other institution the normal business of which includes the acceptance of deposits) or the granting of credit to any person other than to customers in the ordinary course of business;
- (j) the sale, lease, licence, transfer, purchase, mortgaging or charging of any freehold or leasehold property or any other assets of the Company or of any interest in any of the same (other than in the ordinary course of business);
- (k) the entry by the Company into any leasing contract, liability or commitment which:
 - (i) is of a long term (*long term* meaning, for this purpose, having a duration in excess of one (1) calendar year); or
 - (ii) could involve a liability for expenditure by the Company in excess of £1,000 per month.

Regulation 70 is amended accordingly.

- 15. The Directors may not delegate any of their powers to any other Director, committee of Directors or any other person without the prior approval of the Parent Company and Regulation 72 of Table A shall be modified accordingly.
- 16. A Director may participate in a meeting of the Directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other. Participation in a meeting in this manner is treated as presence in person at the meeting.

THE SEAL

- 17.(a) The Company need not have a common seal and the provisions of Section 36 and 36A of the Act in regard to the proper and effective execution of contracts and other documents on behalf of the Company by duly authorised persons shall therefore apply.
- (b) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to this Company.

- (c) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

DIVIDENDS

- 18. Regulation 103 is amended by replacing 'subject to the provisions of the Act, the Directors may pay interim dividends' with 'subject to the provisions of the Act and with the approval of the Parent Company the Directors may pay interim dividends'.
- 19.(a) Dividends shall be paid by the Company within 14 days of the resolution of the Company declaring the dividend.
- (b) Regulation 108 of Table A is amended by replacing 'twelve years' with 'two years'.

NOTICES

- 20.
 - (a) Regulation 88 shall be amended by deleting the third sentence.
 - (b) Regulation 112 shall be amended by deleting the last sentence and replacing it with "A member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at such registered address".
- 21. A notice required by these articles to be given by the Company may be given by any visible form on paper, including telex or facsimile. A notice given by immediate transmission is deemed to have been given at the time that it is transmitted to the person to whom it is addressed. Proof that a notice was properly transmitted by fax to the fax number of the addressee or by telex to the telex number of the addressee shall be conclusive evidence that the notice was given. Regulations 111, 112 and 115 are amended accordingly.
- 22. Regulation 115 is amended by the insertion of the following after the word "posted" in the second sentence "if it was posted to an address within the United Kingdom or 7 days after the envelope containing it was posted if it was posted to an address outside the United Kingdom".

INDEMNITY

- 23. Every Director or 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 the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him defending any

proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.