

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

FINNING MACHINES LIMITED

We hereby certify that this is a true
and correct copy of the original
Dated: 01.12.97
Hammond Suddards
Solicitors

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company, make the following resolutions as special resolutions of the Company and which will be as valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That:

1. the regulations contained in the printed document annexed hereto be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association.
2. the memorandum of association of the Company be amended by the insertion of the following new objects and the relettering of the existing object (Z) as object (A4):

(Z) To lend and advance money or give credit or financial accommodation in any matter on any terms for any purposes whatsoever whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being a holding company, subsidiary or wholly-owned subsidiary (as defined in section 736 of the Companies Act 1985) of the Company.

(A1) To enter into any guarantee, bond, contract of indemnity or suretyship and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee; support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company (or by both such methods) or in any other manner whatsoever the payment or repayment of any monies secured by, or payable under or in respect of, any debts obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a holding company, subsidiary or wholly-owned subsidiary (as defined by section 736 of the Companies Act 1985) of the Company or is otherwise associated with the Company in business.

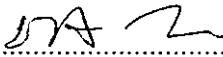


with a lot of other things that are
important to the future of the
country. I am sure that you will
be able to find a way to do this.

(A2) Except in so far as is prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever and in particular without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly-owned subsidiary (as defined in section 736 of the Companies Act 1985) of the Company to be made by any person or company.

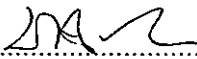
(A3) To borrow and raise money, and to secure or discharge any debt, obligation or liability, in any manner on any terms and for any purposes whatsoever, and in particular (without derogation from the generality of the foregoing) secure any debt, obligation or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company or by the creation of and issue on any terms of debentures, debenture stock or other securities of any description.

D A Whyles

.....

Date: 21 November 1997

D A Whyles

.....

Date: 21 November 1997

For and on behalf of Cooling Power Industries Limited

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FINNING MACHINES LIMITED

Company Number 1270109

(adopted by written resolution dated on 21st November 1997)

PRELIMINARY

1. 1.1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded.
- 1.2 Regulations 8, 24 and 73 to 80 inclusive of Table A shall not apply to the Company.
- 1.3 The Companies Act 1985 shall hereinafter be referred to as "the Act". Words and phrases defined in the Act shall bear the same meanings in these Articles.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. 4.1 The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).
- 4.2 The general authority conferred by this Article shall:
 - 4.2.1 extend to all relevant securities of the Company created but unissued at the date of these Articles;
 - 4.2.2 expire on the fifth anniversary of the adoption of these Articles of Association unless varied or revoked or r
General Meeting; and

We hereby certify that this is a true
and correct copy of the original
Dated: 01.12.97
Hammond Suddards
Solicitors

SECRET

4.2.3 entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

5. Subject to and without prejudice to the generality of the provisions of Article 4 any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.
6. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.
7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (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 monies 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 on a share shall extend to all dividends payable thereon.

CALL ON SHARES

8. The following sentence shall be added to the end of Regulation 15 of Table A: "such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non payment".

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, save for any share transfer made pursuant to the proper exercise of any security over that share.

PROCEEDINGS AT GENERAL MEETINGS.

10. If and so long as, the Company has only one member the quorum for a General Meeting shall be one. Regulation 40 of Table A shall be modified accordingly.
11. There shall be added to the last sentence of Regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum".
12. 12.1 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

- 12.2 An instrument appointing a proxy may be in a usual or common form or in any other form which the Directors may approve and unless specified to the contrary in the notice convening the Meeting the instrument appointing a proxy may be deposited at the registered office of the Company at any time before the time of the Meeting or be tabled at the Meeting or in the case of an adjourned Meeting before the time of or at the adjourned Meeting and in the case of a poll before the time for taking the poll or at the taking of the poll. The provisions of Regulation 62 shall be extended accordingly.

VOTES OF MEMBERS

13. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

DIRECTORS

14. 14.1 The number of Directors shall be not less than 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 or Table A. Regulations 64 and 89 of Table A shall be modified accordingly.
- 14.2 The Directors shall not be liable to retire by rotation.
- 14.3 A Director shall not be required to hold any share qualification.
15. 15.1 The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 15.2 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded.
16. All or any of the Directors or of the members of a committee of the Directors may participate in a meeting by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
17. 17.1 If and for so long as the Company is a subsidiary of Cooling Power Holdings Limited ("the Majority Holder") the Majority Holder may at any time by notice in writing, signed by a director or the secretary or assistant secretary of the Majority Holder, deposited at the Company's registered office appoint any person to be a Director or nominate an existing director, with his consent, to be a special director (in both cases a "Special Director") or remove from office any Special Director who shall vacate office accordingly. Any such removal shall be without prejudice to any claim such Special Director may have for damages for breach of any contract of service between him and the Company.
- 17.2 If there shall be a Special Director:

- 17.2.1 there shall not be a quorum at any meeting of the Directors unless a Special Director or his alternate shall be present;
- 17.2.2 no resolution may be validly passed at a meeting of the Directors unless a Special Director or his alternate votes in favour of the same; and
- 17.2.3 on any resolution proposed at a meeting of the Directors such Special Director or his alternate shall have the Appropriate Number of votes. For this purpose the "Appropriate Number" means twice the number of Directors present or deemed to be present at the relevant meeting who are not a Special Director.

POWERS AND DUTIES OF DIRECTORS

- 18. Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 19. Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgement at the registered office of the Company.
- 20. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

INDEMNITY

- 21. 21.1 To the extent permitted by law every Director, alternate director, officer, or Auditor of the Company and its subsidiaries shall be entitled to be indemnified out of the assets of the Company:
 - 21.1.1 against any liability incurred by him as a Director, alternate director, officer or Auditor in defending any proceedings, whether civil or

criminal, in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company or its subsidiaries; and

21.1.2 against all liabilities, losses, charges, costs and expenses incurred by him in the execution and discharge of his duties and otherwise in relation to or in connection with his duties or office.

21.2 Without prejudice to the provisions of Article 21.1 above, the Board shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or Auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or to any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested, including, without limitation, insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund.

22. Notwithstanding anything contained in these Articles, (to the effect that any provision contained in this Article 22 shall override any other provision of these Articles):

22.1 The Directors shall not decline to register any transfer of shares (the "Charged Shares") nor may they suspend registration thereof, where such transfer:

22.1.1 is to any bank, institution or other person to which the Charged Shares have been charged by way of security by a holding company of the Company, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or

22.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the Charged Shares; or

22.1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security

and the Directors shall, subject to such transfer being duly stamped if liable to stamp duty, forthwith register any such transfer of the Charged Shares upon receipt.