

NO. 1120648

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

WRITTEN RESOLUTION


of

KAB PRESSINGS LIMITED

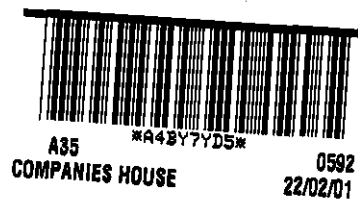
dated *26* January, 2001

Written resolution of the holders of the entire issued share capital of the Company passed pursuant to Article 1 of the Company.

1. That the Company's Articles of Association in the form produced are hereby adopted as the Company's Articles of Association in substitution for the existing Articles of Association of the Company.


.....
for and on behalf of Bostrom Limited

CA003714800



Company Number: 1120648

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

- of -

KAB PRESSINGS LIMITED

(Amended by a Written Resolution dated 26th January, 2001)

PRELIMINARY

1. Clause 1 of Part I of Table A of the First Schedule to the Companies Act 1985, shall apply for the purpose of construing these Articles.
2. The Company is a private company and the regulations contained or incorporated by reference in Part II of Table A, save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.
3. Clauses 24, 25, 28, 53, 71, 75, 79, 96 and 97 in Part 1 of Table A shall not apply to the Company.

SHARES

4. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the shares in the capital of the Company may be allotted or otherwise disposed of for such consideration and upon such terms and at such times as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount. When shares are issued at a premium, whether for cash or otherwise, the provisions of section 56 of the Act shall be observed.
5. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the

shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

LIEN

6. The lien conferred by Clause 11 of Part 1 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

TRANSFERS OF SHARES

7. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Clause 3 of Part II of Table A shall not apply to such transfers save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of a Share on which the Company has a lien.
8. The proviso at the end of Clause 32 of Part 1 of Table A shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

9. Clause 58 in Part I of Table A shall be modified by the omission of the word 'three' and the substitution of the word 'two' in paragraph (b).

BORROWING POWERS

10. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS

11. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. The

words 'or 185' shall be omitted from paragraph (a) of Clause 88 of Part 1 of Table A.

12. The words 'in general meeting' shall be added at the end of Clause 78 of Part I of Table A.
13. A Director may vote in respect of any contract or arrangement in which he is interested, and sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company. Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words 'other than his own appointment or the arrangement of the terms thereof' were omitted.
14. Without prejudice to section 184 of the Act, the Company by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director, in whose place he is appointed was last elected a Director.
15. Any Director may by notice in writing to the Company appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote there at, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall ipso facto vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.
16. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five.

FIRST DIRECTORS AND SECRETARY

17. The first Secretary shall be Donald Edward Gelsthorpe Wing. The first Directors shall be appointed by the Subscribers to the Memorandum.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William John Reichmann,
Russell House,
40, Silver Street,
London, N. 18.

Company Director

Sheila Elizabeth Wing,
Russell House,
40, Silver Street,
London, N. 18.

Company Director

DATED this 1st day of April, 1973.

WITNESS to the above Signatures:

Donald Edward Gelsthorpe Wing,
Russell House,
40, Silver Street,
London, N. 18.

Secretary

CA003715427