

PIERCE HOLDINGS LIMITED ("the Company")

**WRITTEN RESOLUTION TO INCREASE AUTHORISED CAPITAL AND APPROVE
SHARE ALLOTMENT AND SUBSCRIPTION AND AMEND ARTICLES OF
ASSOCIATION**

We, the undersigned, being all the members of the above-named private company ("the Company") hereby agree that the following resolutions shall have effect as written resolutions of the Company in accordance with sections 381A and 381B of the Companies Act:

SPECIAL RESOLUTIONS

INCREASE IN AUTHORISED CAPITAL

1. That the authorised share capital of the Company be and is hereby increased from £645,000 to £1,000,000 by the creation of £355,000 ordinary shares of £1 having the rights set out in the articles of association of the Company as proposed to be amended by the resolutions set out below
2. That the 1,000,000 ordinary shares of £1 in the capital of the Company both issued and un-issued be re-designated as 750,000 A Shares of £1 each, 200,000 B Shares of £1 each, 25,000 C Shares of £1 each and 25,000 D Shares of £1 each

**APPROVAL OF SHARE ALLOTMENT AND SHARE SUBSCRIPTION AND
EXCLUSION OF PRE-EMPTION RIGHTS**


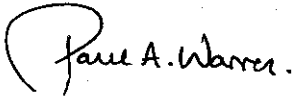
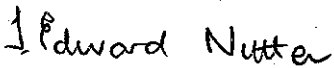
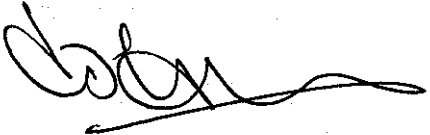
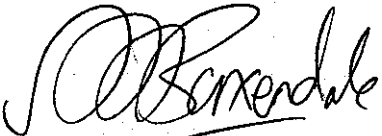
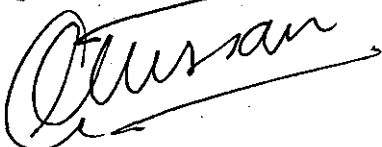
3. That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot 645,000 A Shares, 500 B Shares, 1 C Share and 1 D Share referred to in resolution 2 to the individuals named and in the proportions appearing in Schedule 1 of the Shareholder Agreement on such terms and in such manner as they think fit at any time during the period of 30 days from the date hereof



4. That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of the A Shares, B Shares, C Share and D Share pursuant to the authority conferred by the preceding paragraph of this resolution
5. That the subscription by the individuals named in Schedule 1 of the Shareholders Agreement for the A Shares, B Shares, C Share and D Share in the Company be and is hereby approved

AMENDMENT OF ARTICLES OF ASSOCIATION

6. That the Articles of Association of the Company be and are hereby abrogated and replaced by the new Articles of Association annexed hereto

Member	Signature
Graham Gardner Boyes	
Paul Andrew Warren	
Thomas Edward Nutter	
John Derrick Green	
Simon John Baxendale	
Nadeem Tariq Hussain	

Mark Maden-Wilkinson

Mark Maden

Dated:

18th May 2004

PIERCE HOLDINGS LIMITED

The following resolution(s) were passed as Special Resolution(s) by way of written resolutions on the *18th May* 2004

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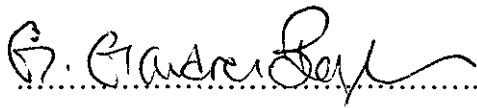
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Director

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

-of-

PIERCE HOLDINGS LIMITED

(Adopted by Written Resolution passed on *18th May* 2004)

1. PRELIMINARY

The regulations contained in Table A ("Table A") in the Schedule to the Companies (Table A to F) regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) regulations 1985) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or articles of association. References herein to regulations are to regulations in Table A.

2. PRIVATE COMPANY

The Company is a private company within the meaning of Section 1(3) of the Companies Act 1985 and accordingly the Company shall not:-

- 2.1. offer to the public (whether for cash or otherwise) any shares in or debentures of the Company; or
- 2.2. allot or agree to allot (whether for cash or otherwise) 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.

3. INTERPRETATION

3.1. In the first line of regulation 1 after the word "regulations" the words "and in any articles adopting in whole or in part the same" shall be inserted.

3.2. In these Articles:-

3.2.1. unless the context otherwise requires the following expressions have the following meanings:-

"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
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“A Shares”	the “A” Shares of £1.00 each in the share capital of the Company from time to time
“B Shares”	the “B” Shares of £1.00 each in the share capital of the Company from time to time
“C Shares”	the “C” Shares of £1.00 each in the share capital of the Company from time to time
“D Shares”	the “D” Shares of £1.00 each in the share capital of the Company from time to time
“Director”	any director for the time being appointed and holding office
“Controlling Interest”	an interest (within the meaning of Part I of Schedule 13 to the Act) in any shares in the capital of the Company conferring in the aggregate more than 50 per cent of the total voting rights conferred by all the shares in the capital of the Company from time to time in issue and conferring the right to vote at all general meetings of the Company
“paid up”	in relation to a share, that such share is paid up or credited as paid up
“Relevant Agreement”	any agreement relating (in whole or in part) to the management and/or affairs of the Company which is binding from

time to time on the Company and the members and which (expressly or by implication) supplements and/or prevails over any provisions of these Articles

“Representatives” means, in relation to a member, any person or persons who have become entitled to his shares in consequence of his death, bankruptcy or mental incapacity

“share” means a share in the capital of the Company of whatever class

3.2.2. words or expressions the definitions of which are contained or referred to in the Act or a Relevant Agreement shall be construed as having the meaning thereby attributed to them but excluding any statutory modification or amendment thereof not in force on the date of adoption of these Articles

3.2.3. words importing the singular include the plural, words importing any gender include every gender, and words importing persons shall include bodies corporate and unincorporated and (in each case) vice versa

3.2.4. references to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to sub-paragraphs of the paragraph in which the reference appears

3.2.5. in relation to any member, references to any English legal term for any action, remedy, method of judicial proceeding, insolvency proceeding, event of incapacity, legal status, court, governmental or administrative authority or agency, official or

any legal concept, practice or principle or thing shall in respect of any jurisdiction other than England where that member is domiciled, resident, incorporated or carries on business be deemed to include what most approximates in that jurisdiction to the English legal term concerned.

- 3.3. A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of the regulations or these Articles.

4. SHARE CAPITAL AND SHARE RIGHTS

- 4.1. The authorised share capital of the Company at the date of adoption of these Articles is £1,000,000 divided into 750,000 A Shares of £1.00 each, 200,000 B Shares of £1.00 each, 25,000 C Shares of £1.00 and 25,000 D Shares of £1.00 and shall carry the respective voting rights, rights to dividend and be subject to the restrictions on transfer hereinafter provided but in all other respects shall rank *pari passu*.

- 4.2. The A, C and D Shares on a winding up shall entitle the holders to repayment of the capital paid up on those shares in priority to any payment to the holders of the B Ordinary Shares but shall not (save for payment of dividends pursuant to Article 4.3) entitle the holders to any further or other participation in the profits or assets of the company.

- 4.3. Every class of share shall carry the right to receive notice of and attend and vote at general meetings of the Company save that the A, C and D Shares shall not carry any right to vote in respect of the declaration of the dividends (so that in that respect only the B Shareholders alone shall be entitled to vote).

- 4.4. The Company shall not have power to issue share warrants to bearer.

5. ISSUE OF NEW SHARES

- 5.1. Save with the prior consent of all the B Shareholders

- 5.1.1. no shares may be allotted or issued to any person; and
- 5.1.2. the Company shall not exercise any of the powers referred to in regulations 3, 32, 33, 34, 35 and 110
- 5.2. Subject as aforesaid and subject to Section 80 of the Act all unissued shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper provided that no shares shall be issued at a discount.
- 5.3. Section 89(1) and sub-sections (1) to (6) of Section 90 of the Act shall not apply to the Company.

6. LIEN

The lien conferred by regulation 8 shall attach also to fully paid up shares 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies presently payable by him or his estate to the Company. Furthermore, such lien shall extend to all amounts payable in respect of a share. The directors may resolve to exclude any share or any amount payable in respect of a share from the application of this Article. Regulation 8 shall be modified accordingly.

7. CALLS

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of non-payment of the call".

8. TRANSFER OF SHARES

No member shall without the unanimous consent of all other shareholders dispose of any interest in, or right attaching to, or renounce or assign any right to receive

or subscribe for any share (save as may be required in pursuance of his obligations under these Articles or any Relevant Agreement) or create or permit to exist any charge, lien, encumbrance or trust over any share or agree (whether subject to any condition precedent, condition subsequent or otherwise) to do any of such things except as permitted or required to be made by a Relevant Agreement.

9. REGISTRATION OF TRANSFERS

The Directors shall refuse to register the transfer of any share unless the transfer is permitted by the provisions of any Relevant Agreement.

10. PROHIBITED TRANSFERS

Notwithstanding anything else contained in these Articles no share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

11. PROCEEDINGS AT GENERAL MEETINGS

11.1. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. 75% of members present in person or by proxy shall be a quorum. Regulation 40 shall not apply.

11.2. If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as all the members may agree in writing). If at any adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting the members present in person or by proxy shall be a quorum. Regulation 41 shall not apply.

11.3. At any general meeting a poll may be demanded by any member present or in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

- 11.4. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting.
- 11.5. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise then at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.
- 11.6. The chairman of a general meeting shall not be entitled to a second or casting vote. Regulation 50 shall not apply.
- 11.7. Except with the prior written agreement of all the other members, no member who has agreed to cast any of the voting rights exercisable in respect of any of the shares held by him in accordance with the directions, or subject to the consent of, any other person (including another member) shall be entitled during the relevant period (as hereinafter defined) to exercise any of the voting rights attached to any of the shares registered in his name from time to time or to be present or reckoned in a quorum at any general meeting and any resolution passed at any such meeting during the relevant period which would not have been passed but for the vote(s) of such member cast in contravention of the provisions of this paragraph shall be null and void and of no effect.

For the purposes of this paragraph:

- (a) "relevant period" means the period from, and including, the date on which the member in question first agreed to cast the said voting rights in accordance with the directions, or subject to the consent of, the other person up to, and including, the date on which the transaction or arrangement which gave rise to that agreement is annulled or terminated
- (b) any member who has assigned the beneficial interest in, or created any charge or other security interest over any share to or in favour of any other person shall be deemed, in the absence of clear evidence to the contrary, to have agreed to exercise the voting rights attached to that share in accordance with the directions of that other person

12. VOTES OF MEMBERS

- 12.1. Subject as provided below in this paragraph and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, 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, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
- 12.2. Regulation 54 shall not apply.

13. ALTERNATE DIRECTORS

- 13.1. Any director (other than an alternate director) may at any time appoint any person (including another director) to be an alternate director and may at any time terminate such appointment. The same person may be appointed as the alternate director of more than one director.
- 13.2. The appointment of an alternate director shall determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor ceases to be a director.
- 13.3. An alternate director shall be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointor is a

member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a director of the relevant class. It shall not be necessary to give notices of meetings to an alternate director who is absent from the United Kingdom. If an alternate director shall be himself a director or shall attend any such meeting as an alternate for more than one director his voting rights shall be cumulative, but he shall count as only one for the purpose of determining whether a quorum is present. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles.

- 13.4. An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a director but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

14. DISQUALIFICATION AND REMOVAL OF DIRECTORS

Regulation 81 shall be modified by deleting paragraph (e) thereof. The office of a director shall also be vacated if he shall be removed from office as herein before provided or if any registered status of such director with any regulatory authority governing the Company shall be terminated, withdrawn or adversely restricted.

15. PROCEEDINGS OF DIRECTORS

- 15.1. The quorum for the transaction of the business of the directors shall be 75% in number
- 15.2. In the event that at any duly convened meeting of the directors or of any committee of the directors the meeting is not so quorate, or if during the meeting such a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and place (or to such other day, and at such other time and place as a majority of the Directors may agree in writing) and at such adjourned meeting the quorum shall be any four directors.
- 15.3. The chairman of any meeting of the directors of any committee of the directors shall not be entitled to a second or casting vote. Regulation 88 shall be modified accordingly.
- 15.4. Unless otherwise agreed in writing by all of the Directors in any particular case, at least seven clear days' notice in writing shall be given to each director of every meeting of the directors.
- 15.5. It shall not be necessary to give any such notice to any director for the time being absent from the United Kingdom.
- 15.6. Regulation 111 shall be read as if the words "except that a notice calling a meeting of the directors need not be in writing" were deleted therefrom.

Each such notice shall:-

- 15.6.1. be sent to the address notified from time to time by each director to the secretary (or, if there is none at that time, the chairman) at his address for the service of such notices (or if no address has been supplied, to his last known address);
- 15.6.2. contain an agenda specifying in reasonable detail the matters to be discussed at the relevant meeting;

- 15.6.3. be accompanied by any relevant papers for discussion at such meeting.
- 15.7. Any such notice may be delivered personally or by first class prepaid letter and shall be deemed to have been served if by delivery when delivered and if by first class letter 48 hours after posting.
- 15.8. Except as may be agreed by all of the Directors in any particular case, no business or resolution shall be transacted or passed at any meeting of the directors except as was fairly disclosed in the agenda for such meeting.
- 15.9. Appropriate complete minutes of each meeting of the directors shall be maintained by the Company and copies thereof distributed to the directors as soon as reasonably practicable after the meeting shall have been held.
- 15.10. All or any of the members of the board of directors or any committee of the board may participate in a meeting of the board or that committee by means of conference telephones or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. 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.
- 15.11. A director who is in any way whether directly or indirectly interested in a transaction or arrangement or proposed transaction or arrangement with the Company may vote in respect of any such transaction or arrangement or proposed transaction or arrangement or any matter arising thereout and if he does so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the directors at which any such transaction or arrangement or proposed transaction or arrangement shall come before the board of directors for consideration and may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 97 shall not apply.

16. BORROWING POWERS

The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject as otherwise provided in these Articles 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.

17. ACCOUNTS AND INFORMATION

Every member shall be entitled, either himself or through his agents duly authorised in writing, during the Company's normal hours of business to inspect and take copies of the books of account and all other records and documents of the Company and each of its subsidiaries on giving not less than 48 hours' written notice to the secretary (or, if there is none at that time, the chairman). The Company shall give each such member all such facilities as he may reasonably require for such purposes including the use of copying facilities. The Company may make a reasonable charge for any copies taken but otherwise shall not charge for any facilities requested as aforesaid. Regulation 109 shall not apply.

18. NOTICES

A notice sent by post shall be deemed to be given at the time when the same was posted. The second sentence of regulation 115 shall not apply.

19. INDEMNITY AND INSURANCE

19.1. Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and 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 under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

- 19.2. The Company may purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

20. OVERRIDING PROVISIONS

- 20.1. Notwithstanding the provisions of these Articles the directors shall be obliged, so far as may be permitted by law, to act in all respects in accordance with and give effect to any Relevant Agreement.
- 20.2. Where the approval, agreement or consent of any member or director is required under any provision of these Articles to any particular matter, such approval, agreement or consent may be given to such terms and conditions as that member or director may require and any breach of such terms and conditions shall ipso facto be deemed to be a breach of these Articles.

21. COMPANY SEAL

The Company need not have a company seal and pursuant to Section 36A of the Act may execute and deliver any document as a deed under the signature of any two directors or of one director and the secretary. A certificate in respect of any shares or other securities in the Company shall be validly issued if it is executed as a deed as aforesaid.

22. REPRESENTATIVES

These Articles shall be binding upon and (except as otherwise provided herein) shall enure for the benefit of each member's Representatives.