

27 - 03 - 96

Company Number: 1016094

THE COMPANIES ACT 1985
Company Limited by Shares
WRITTEN RESOLUTIONS
of
AUTOBAR POLYFILM LIMITED

We, the undersigned, being the sole member of the Company hereby agree in accordance with Section 381A of the Companies Act 1985 to the following resolutions in writing being passed, the provisions of section 381B of that Act having been complied with -

ELECTIVE RESOLUTION

1. THAT the Company hereby elects -
 - (1) that the provisions of section 80A of the Companies Act 1985 shall apply, instead of the provisions of section 80(4) and (5) of that Act, in relation to the giving or renewal, after the election made by this resolution, of an authority under section 80 of that Act; and
 - (2) to dispense with -
 - (a) the laying of accounts and reports before the Company in general meeting,
 - (b) the holding of annual general meetings, and
 - (c) the obligation to appoint auditors annually.

SPECIAL RESOLUTIONS

2. THAT the Regulations contained in the printed document hereto and described as New Articles of Association of Autobar Polyfilm Limited be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. THAT Clause 3 of the Company's Memorandum of Association be and is hereby amended by its substitution with the new Clause 3 as

FOR RESOLUTIONS ONLY
RESOLUTIONS TO BE PASSED SEPARATELY



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contained in the printed document attached hereto to be described as
Memorandum of Association of Autobar Polyfilms Limited.

"FOR INFORMATION ONLY"
- THIS RESOLUTION IS SEPARATELY

Dated: 29 FEB 1996

M. J. Dawley
..... Director
For Autobar Industries Limited

Richards Butler
Beaufort House
15 St Botolph Street
London EC3A 7EE

company/A500-053/j4134

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THE COMPANIES ACT 1985

Company Limited by Shares

WRITTEN RESOLUTIONS

of

AUTOBAR POLYFILM LIMITED

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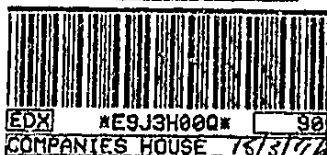
ELECTIVE RESOLUTION

1. THAT the Company hereby elects -
 - (1) that the provisions of section 80A of the Companies Act 1985 shall apply, instead of the provisions of section 80(4) and (5) of that Act, in relation to the giving of notice of renewal, after the election made by this resolution, of an authority under section 80 of that Act; and
 - (2) to dispense with -
 - (a) the laying of accounts and reports before the Company in general meeting,
 - (b) the holding of annual general meetings, and
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Memorandum of Association of Autobar Polyfilm Limited.

Dated: 29 FEB 1996


..... Director
For Autobar Industries Limited

Richards Butler
Beaufort House
15 St Botolph Street
London EC3A 7EE

company/A500-053/j4134

Company number: 1016094

THE COMPANIES ACTS 1948 TO 1967

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

AUTOBAR POLYFILM LIMITED

- *1. The name of the Company is "AUTOBAR POLYFILM LIMITED"
2. The Registered Office of the Company will be situate in England.
- **3. The object of the Company is to carry on business as a general commercial company.

Without prejudice to the generality of the object and powers of the Company derived from section 3A of the Act, the Company has power to do all or any of the following things -

- (1) to acquire by any means any property or rights whatsoever;
- (2) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
- (3) to apply for or otherwise obtain, and to protect (by registration or otherwise), extend and renew (in each case in any part of the world), disclaim and modify any patents, copyright, trade marks, designs and other intellectual property of the Company; to experiment upon, test or improve any such property; and to carry out research and

*1. Note: By Special Resolution passed on 12 June 1979 the name of the Company was changed from Thurbaform Limited to Autobar Polyfilm Limited.

**3. Note: Clause 3 was altered by Special Resolution passed on 29 February 1996.

- development in connection with any business or proposed business of the Company or any other person;
- (4) to maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the Company;
 - (5) to dispose by any means of the whole or any part of the undertaking, property and rights of the Company;
 - (6) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;
 - (7) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge of any obligation of the Company or any other person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
 - (8) to give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
 - (9) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
 - (10) to establish and maintain any non-contributory or contributory pension or superannuation funds for the benefit of, and to give donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company which is an associated company of the Company or a predecessor in business of the Company or any such associated company, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons; and to make payments for or towards the insurance of any such persons and the provision of pensions and allowances for any of them;
 - (11) to establish and subsidise or support any institutions, associations, clubs, funds, trusts or schemes for the benefit of any such persons as are mentioned in the last preceding paragraph, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
 - (12) to purchase and maintain for any present or former officer or auditor of the Company or any associated company of the Company insurance against any such liability as is mentioned in section 310(1) of the Act;

- (13) to give such financial assistance (as defined in section 152 of the Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in section 151 of the Act;
- (14) to control, manage or otherwise assist any associated company of the Company, to provide services and facilities of all kinds to any such associated company and to make payments by way of subvention or otherwise to any such associated company or in connection with it or its business or operations;
- (15) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same;
- (16) to pay out of the funds of the Company all expenses which it may lawfully pay with respect to its formation and registration or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
- (17) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company;
- (18) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company;
- (19) to distribute any of the property of the Company in kind among its members;
- (20) to cause the Company to be registered or recognised in any part of the world;
- (21) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, subcontractors or otherwise;
- (22) to do all such other things as are or may be deemed incidental or conducive to the attainment of the above object and the exercise of the powers (whether express or implied) of the Company.

And so that -

- (A) in this clause the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated

- or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
- (B) in this clause the expression "associated company" means, in reference to the Company, any company in which the Company has any direct or indirect interest;
 - (C) in this clause the expression "the Act" means the Companies Act 1985, including any statutory modification or amendment thereof for the time being in force; and
 - (D) the widest interpretation shall be given to each of the provisions of this clause, and none of them shall be restrictively construed or (except where the context expressly so requires) be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
4. The liability of the Members is limited.
- ***5. The share capital of the Company is £100 divided into 100 shares of £1 each. The original shares in the capital of the Company and any new shares from time to time created may be divided into several classes having attached thereto respectively any preferred, deferred or other special rights or restrictions in regard to dividend, voting, return of capital or otherwise.

company/A500-053/j4161

***5.Note:

(1) By Extraordinary Resolution passed on 24 February 1986 the share capital of the Company was increased to £22,600 by the creation of 22,500 ordinary shares of £1 each ranking pari passu with the existing ordinary shares in the Company.

(2) By Ordinary Resolution passed on 24 June 1993 the share capital of the Company was increased to £400,000 by the creation of 377,400 ordinary shares of £1 each ranking pari passu with the existing ordinary shares in the Company.

27 - 03 - 96

Company Number: 1016094

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

AUTOBAR POLYFILM LIMITED

(adopted by Written Resolution passed on 29 February 1996)

PRELIMINARY

1. The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

4. At the date of adoption of these Articles of Association the share capital of the Company is £400,000 divided into 400,000 ordinary shares of £1 each.
5. The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company for the time being. The authority given by this article shall be for an indefinite period.
6. Sections 89 and 90 of the Act shall not apply to the Company.

TRANSFER OF SHARES

7. The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person and the first sentence of regulation 24 of Table A shall accordingly not apply to the Company.

GENERAL MEETINGS

8. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

APPOINTMENT AND REMOVAL OF DIRECTORS

9. A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company. The appointment or removal shall be made by an instrument signed by or on behalf of the person or persons making it and delivered to the office.

10. A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

DIRECTORS' GRATUITIES AND PENSIONS

11. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

PROCEEDINGS OF DIRECTORS

12. The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly.

13. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

THE SEAL

14. Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

NOTICES

15. Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by telex, cable or facsimile transmission.

INDEMNITY

16. Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may 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.