MDL DEVELOPMENTS LIMITED (the "Company")

Written resolutions of all of the members of the Company

We, the undersigned, being all of the members of the above Company who at the date of this resolution would be entitled to attend and vote at general meetings of the Company and pursuant to Article 8 of the Company's Articles of Association, hereby pass the following resolutions and agree that the said resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

IT IS HEREBY RESOLVED THAT:

1 The authorised share capital of the Company be increased from £24,000 consisting of 15,000 ordinary shares of £1 each (the "Ordinary Shares") and 9,000 'A' ordinary shares of £1 each (the " 'A' Ordinary Shares") to £1,024,000 by the creation of 1,000,000 of preference shares of £1 each (the "Preference Shares") having attached to them the rights and being subject to the restrictions as provided by the new articles of association of the Company to be adopted pursuant to resolution 2 below.

2 The form of articles of association attached to this resolution be adopted as the articles of association of the Company to the exclusion of, and in place of, the existing articles of association.

3 The directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot, grant options over or otherwise dispose of or deal with the Preference Shares on such terms and in such manner as they think fit, but subject to any agreement binding on the Company, provided that the authority, to the extent that it relates to such relevant securities shall:

3.1 be limited to a maximum nominal amount of shares equal to £1,000,000; and

3.2 expire on the fifth anniversary of the date of the passing of the resolution to give this authority, but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the directors after such anniversary of their powers pursuant to such authority.

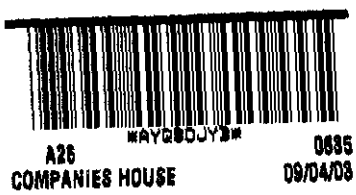
Signed: _____

MDL Management plc

Signed: _____

Lockset Limited

Dated: 10th March 2003



MDL DEVELOPMENTS LIMITED

ARTICLES OF ASSOCIATION

Tite&Lewis
www.titeandlewis.com

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No. of Company: 01556329

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
MDL DEVELOPMENTS LIMITED

(Adopted by written resolution passed on 10th March 2003)

1 APPLICATION OF TABLE A

1.1 The Regulations contained in Table A shall apply to the Company except to the extent that they are excluded or varied by these Articles.

1.2 Regulations 24, 39, 40, 64, 72 to 77 (inclusive), 79, 80, and 93 shall not apply to the Company. These Articles and the remaining Regulations, except as provided in these Articles, shall constitute the regulations of the Company. These Articles shall prevail whenever there is any inconsistency between the provisions of these Articles and the Regulations.

2 DEFINITIONS AND INTERPRETATION

The definitions and interpretation provisions set out in the Appendix apply in these Articles.

3 SHARE CAPITAL

The authorised share capital of the Company at the date of the adoption of these Articles is £1,024,000 divided into 15,000 Ordinary Shares of £1 each 9,000 'A' Ordinary Shares of £1 each and 1,000,000, Preference Shares of £1 each.

4 SHARE RIGHTS

The Ordinary Shares, the 'A' Ordinary Shares and the Preference Shares shall have the following rights and be subject to the following restrictions:

4.1 INCOME

4.1.1 The Preference Shares shall confer on the holders of such shares from the date of their issue the right to receive a cumulative preferential cash dividend (**Preference Dividend**), ranking in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company, at the rate of 5% per cent. per annum on the amount paid up or credited as paid up on the Preference Shares (including any premium at which such shares were issued).

4.1.2 The Preference Dividend shall accrue on a daily basis and shall be payable in arrears on 30 June 2003 and afterwards half-yearly by two equal instalments on 30 June and 31 December in each year, except that the first payment shall be payable on the first of such dates to fall after the date of issue of such shares in respect of the period from the date of issue of them to such first date.

4.1.3 The Preference Dividend shall be paid in the amounts or at the rates mentioned together with (and not inclusive of) any associated tax credit available to shareholders on the Preference Dividend.

4.1.4 The Preference Shares shall not confer any further right to participate in the profits of the Company.

4.1.5 In the event that, whether by reason of any principle of law or otherwise, the Company is unable to pay in full on 30 June or 31 December in any year or on any other due date (each of which dates is in this paragraph 4.1.5 referred to as a **Dividend Date**) the Preference Dividend which would otherwise be required to be paid pursuant to this Article on that Dividend Date to any of the holders of the Preference Shares (in this paragraph 4.1.5 any such dividend being referred to as the **Relevant Preference Dividend**) then the following provisions shall apply:

(a) on the due Dividend Date the Company shall pay to such holders on account of the Relevant Preference Dividend the maximum sum (if any) which can then consistently with any such principle of law be properly paid by the Company;

(b) on every succeeding Dividend Date the Company shall pay to such holders on account of the balance of the Relevant Preference Dividend from time to time remaining outstanding until the Relevant Preference Dividend shall have been paid in full, the maximum sum (if any) which on each such succeeding Dividend Date respectively can, consistently with any such principle of law, be properly paid by the Company.

4.1.6 The Preference Dividend and any Arrears of it shall (despite regulations 102 to 108 inclusive of Table A or any other provision of these Articles and in particular despite the fact that there has not been a recommendation of the directors or a resolution of the Company in general meeting) be paid immediately on the due date and, if not then paid, shall become a debt due from and immediately payable by the Company to the holders of the Preference Shares and be payable in priority to any other dividend.

4.1.7 No dividends shall be declared or paid on the Ordinary Shares or the 'A' Ordinary Shares in respect of any financial year of the Company unless and until the Preference Dividend and any Arrears of it shall have been actually paid in full in respect of that financial year and in respect of all previous financial years of the Company. Regulations 102 to 108 of Table A shall have effect subject to the provisions of this paragraph 4.1.7.

4.1.8 The balance of the profits of the Company remaining after payment of the amounts referred to in paragraph 4.1.7 above which the Company may determine to distribute in respect of a financial period shall be distributed among the holders of the 'A' Ordinary Shares and the Ordinary Shares pari passu and pro-rata according to the nominal amounts paid up or credited as paid up on such shares (excluding any premium at which such shares were issued) held by them respectively.

4.2 **CAPITAL**

On a return of assets on a liquidation or otherwise (except on a redemption in accordance with the terms of issue of any share, or purchase by the Company of any share or on a capitalisation issue) the surplus assets of the Company remaining after payment of its debts and liabilities (exclusive of any debts which have become due in accordance with this Article 4.2) shall be applied:

4.2.1 first, in or towards paying to the holders of the Preference Shares in proportion to the amounts paid up or credited as paid up on such shares (including any premium at which such shares were issued) a sum equal to all Arrears of the Preference Dividend (whether earned or declared or not and irrespective of whether or not the Company has had at any time sufficient distributable profits to pay such Preference Dividend and irrespective of whether or not such Arrears have become due and payable in accordance with any of the provisions of this Article 4.2), such Arrears to be calculated down to the date of the return of assets on the basis that the Preference Dividend accrues due and payable on a daily basis;

4.2.2 secondly, in or towards paying to the holders of the Preference Shares in proportion to the amounts paid up or credited as paid up on such shares (including any premium at which such shares were issued) the amounts so paid up or credited as paid up on them;

4.2.3 thirdly, in or towards paying to the holders of the 'Ordinary Shares and A' Ordinary Shares, as one class, in proportion to the amounts paid up or credited as paid up on such shares (including any premium at which such shares were issued) the amounts so paid up or credited as paid up on them together with a sum equal to any Arrears of dividends on such shares;

4.2.4 fourthly, the balance (if any) of such surplus assets shall belong to and be distributed amongst the holders of the Ordinary Shares and the 'A' Ordinary Shares pari passu and in proportion to the nominal amounts paid up or credited as paid up on such shares (including any premium at which such shares were issued) held by them respectively.

4.3 **VOTING AND ATTENDANCE AT GENERAL MEETINGS**

4.3.1 The Preference Shares shall entitle the holders of such shares to receive notice of and to attend (either in person or by proxy) at any general meeting of the Company but not to speak or vote at any such meeting unless:

(a) a resolution to vary, modify, alter or abrogate (whether directly or indirectly) any of the rights, privileges, limitations or restrictions attaching to the Preference Shares or to wind-up the Company or to reduce its share capital is proposed at the meeting (in which case the holders of the Preference Shares shall be entitled to vote only on such resolution); or

(b) at the time of the commencement of the meeting the Preference Dividend shall be in arrears for two months after any date fixed for payment of the Preference Dividend; or

in which event every holder of Preference Shares who (being an individual) is present at a meeting in person or (being a corporation) is present by a duly authorised representative not being himself a shareholder entitled to vote shall, upon a show of hands, have one vote and, upon a poll, every shareholder who is present in person or by proxy shall have one vote for every Preference Share held by him.

4.3.2 The 'A' Ordinary Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any general meeting of the Company by virtue or in respect of their "A" Ordinary Shares.

4.3.3 The Ordinary Shares shall entitle the holders of such shares to receive notice of and to attend (either in person or by proxy) at any general meeting of the Company

and, every such holder who (being an individual) is present at a meeting in person or (being a corporation) is present by a duly authorised representative shall, upon a show of hands, have one vote and, upon a poll, every shareholder who is present in person or by proxy shall have one vote for every Ordinary Share held by him.

4.4 PURCHASE AND REDEMPTION

4.4.1 Subject to the provisions of the Act, the Company shall have the right to redeem at any time as and from the date of adoption of these Articles and from time to time afterwards the whole or any part of the Preference Shares from time to time issued and outstanding.

4.4.2 Not less than 14 days prior to any redemption of Preference Shares under paragraph 4.4.1, the Company shall give notice to the holders of the Preference Shares specifying the total amount of Preference Shares to be redeemed on that occasion, the number of such holder's Preference Shares to be redeemed in accordance with paragraph 4.4.3, the applicable redemption date and the place within England at which the certificates for such Preference Shares (or such other evidence as to title as the directors may require) are to be presented for redemption. On such redemption date each of the holders of the Preference Shares shall be bound to deliver to the Company at such place the certificates (or such other evidence as mentioned above) for such of the Preference Shares concerned as are held by him. On such delivery the Company shall pay to such holder (or, in the case of joint holders to any of such joint holders) the amount due to him in respect of such redemption. If any certificate so delivered to the Company includes any Preference Shares not to be redeemed on the relevant redemption date a fresh certificate for such Preference Shares shall be issued free of charge to the holder delivering such certificate to the Company.

4.4.3 In the case of a partial redemption, the Preference Shares to be redeemed on such occasion shall be selected, as nearly as may be, pro rata according to the number of Preference Shares held by each holder of Preference Shares.

4.4.4 On each such redemption pursuant to paragraphs 4.4.1 and 4.4.3 above, the holders of the Preference Shares being redeemed shall be paid the amount paid up or credited as paid up on such shares (including any premium at which such shares were issued) together with a sum equal to any Arrears of the Preference Dividend (whether earned or declared or not and irrespective of whether or not such Arrears have become due and payable in accordance with any of the provisions of this Article) calculated to the date of such redemption and on the basis that the Preference Dividend accrues due and payable on a daily basis.

4.4.5 The receipt of the registered holder (or, in the case of joint holders, the receipt of any of such joint holders) from time to time of any Preference Shares being redeemed for the moneys payable on redemption of such shares shall constitute an absolute discharge to the Company in respect of such moneys.

4.4.6 The amount due in respect of all Preference Shares to be redeemed in accordance with this Article shall, by the mere fact, and without any resolution of the directors and despite any failure to comply or delay in complying with the procedure for delivery of share certificates (or other evidence as to title) set out in this Article, constitute a debt due and payable by the Company on the redemption date to the holders of the Preference Shares so to be redeemed.

4.4.7 Except as mentioned above, redemption of the Preference Shares shall be effected in such manner as the directors may reasonably determine and as may be permitted by law.

4.5 OTHER PROVISIONS

The special rights or privileges attached to the Preference Shares may be varied, either with the consent in writing of the holders of not less than three-fourths of the issued Preference Shares or with the sanction of an extraordinary resolution passed at a separate meeting of all holders of the Preference Shares at which the necessary quorum, other than at an adjourned meeting, shall be two persons holding or representing by proxy at least one-third in nominal value of the Preference Shares for the time being in issue, and at an adjourned meeting shall be one person holding or representing by proxy any Preference Shares.

5 ALLOTMENT OF SHARES

5.1 Subject to these Articles, all unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may with the prior consent in writing of the Company's Holding Company allot, grant options over, offer or otherwise deal with or dispose of such shares to such persons (including any directors) at such times and generally on such terms and conditions and in such manner as the directors think proper.

5.2 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act (but subject to their obtaining the prior consent in writing of the Company's Holding Company to exercise the powers of the Company) to allot relevant securities, and subject as above, are authorised to make offers or agreements which would or might require relevant securities to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with section 80 of the Act:

5.2.1 the maximum amount of the relevant securities that may be allotted under such authority shall be £1,000,000 (being the amount of unissued relevant securities at the date of adoption (or renewal if such be the case) of this authority); and

5.2.2 such authority shall expire on the fifth anniversary of the passing of the resolution for the adoption of these Articles.

5.3 Sub-section (1) of section 89 of the Act is excluded in its application in relation to allotments of equity securities.

6 TRANSFER OF SHARES

The directors shall register any transfer of any share (whether or not it is a fully paid share) with the prior consent in writing of the Company's Holding Company or if the transfer is a transfer to or from the Company's Holding Company. The directors shall decline to register the transfer of a share in any other circumstances.

7 PROCEEDINGS AT GENERAL MEETINGS

7.1 No business shall be transacted at any general meeting unless a quorum of members is present. The quorum for any general meeting shall, subject to Article 7.2 below, be two members present in person or by proxy, of whom one shall be the Company's Holding Company by its duly authorised representative.

7.2 If and for so long as the Company has only one member, that member present in person or by proxy, or if that member is a corporation by a duly authorised representative, shall be a quorum.

7.3 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting except that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a sole member pursuant to this paragraph shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

7.4 In Regulation 41 the words **such a quorum** shall be deleted where they first appear and replaced with the words **the quorum required by these Articles**.

7.5 References to **general meetings** in these Articles shall be read and construed to include meetings either in person or by any audio-visual communication equipment (including, without limitation, video conferencing equipment) which allows all persons attending the meeting to participate fully in the deliberations of the meeting. A person participating in any such meeting by audio-visual communication equipment shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the 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.

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

8 DIRECTORS

8.1 Unless and until the Company in general meeting shall otherwise determine, the number of directors shall not be subject to any maximum but need not exceed 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 and Regulation 89 shall be modified to apply accordingly.

8.2 The Company's Holding Company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by a director, or the secretary, of the Company's Holding Company on its behalf, and shall take effect when delivered to the registered office from time to time of the Company or to the secretary of the Company or when produced at a meeting of the directors.

8.3 The directors shall not be subject to retirement by rotation and accordingly all references in the regulations of Table A to retirement by rotation shall be disregarded.

8.4 The remuneration of the directors shall from time to time be determined by the Company's Holding Company. Regulation 82 shall be modified accordingly.

8.5 The Company shall not be subject to section 293 of the Act, and accordingly a person may be appointed as a director despite the fact that he has attained the age of seventy years or any other age, and no director shall be obliged to vacate his office by reason only of his attaining or having attained the age of seventy years or any other age.

9 DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers or discretions to committees consisting of such director or directors as they shall designate, any such delegation being made subject to such conditions as shall have been previously approved or imposed in writing by the Company's Holding Company. The power to delegate under this Article (being without limitation and without prejudice to the generality of the above) includes power to delegate the determination of any fee, remuneration or other benefit which may be paid or provided to any director. The scope of the power to delegate under this Article shall not be restricted by reference to or inference from any other provision of these Articles. Any such delegation may be revoked by the directors. Subject to any such conditions, the proceedings of any such committee shall be governed by the articles of the Company regulating the proceedings of directors so far as they are capable of applying.

10 DISQUALIFICATION AND REMOVAL OF DIRECTORS

Regulation 81 shall be modified:

10.1 by the deletion of paragraph (d) and the substitution of the following:

'(d) he resigns (but in the case of a director holding any executive office, subject to the terms of any contract between him and the Company) his office by notice in writing delivered to the registered office of the Company or tendered at a meeting of the directors and the directors resolve to accept the same'; and

10.2 by the inclusion after paragraph (e) of the following:

'(f) he is removed from office pursuant to Article 7.'

11 BORROWING AND GUARANTEE POWERS

11.1 The directors may, subject to their obtaining the prior consent in writing of the Company's Holding Company, exercise all the powers of the Company to borrow money (whether or not in excess of the nominal amount of the share capital of the Company from time to time issued) in such manner and upon such terms and on such security (in each case, subject to any constraint imposed by such consent) as may seem to them to be expedient and, subject as stated above, to mortgage or charge all or any part or parts of its undertaking, property and assets (both present and future) including its uncalled capital, and subject as stated above and to compliance with the requirements of section 80 of the Act, 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.

11.2 The directors may, subject to their obtaining the prior consent in writing of the Company's Holding Company, exercise all the powers of the Company to give guarantees or indemnities (either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee or indemnity) and in particular (but without limiting the generality of the above) may give such guarantee or indemnity for the performance of the contracts, engagements, liabilities, obligations, mortgages, charges, debentures, debenture stock and bonds of and payment of the capital or principal (together with any premium) of and dividends or interest on any stock, shares or securities of any company which is a subsidiary or holding company of the Company or a subsidiary of any such holding company or in which the Company is from time to time directly or indirectly interested.

12 GRATUITIES AND PENSIONS

12.1 Subject to their obtaining the prior consent in writing of the Company's Holding Company, the directors may exercise the powers of the Company conferred by clause 3 of the memorandum of association of the Company and shall be entitled to claim any benefits received by them or any of them by reason of the exercise of any such powers.

12.2 Regulation 87 in Table A shall not apply to the Company.

13 PROCEEDINGS OF DIRECTORS

13.1 Reference to **meeting of the directors** in Regulation 88 shall be read and construed to include meeting either in person or by telephone or any other communication equipment which allows all persons participating in the meeting to hear each other. A person participating in any such meeting by telephone or other communication equipment shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the 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.

13.2 A resolution in writing:

13.2.1 of the directors of which each of the directors entitled to receive notice of a meeting of directors has approved; or

13.2.2 of a committee of directors of which each of the members of the committee entitled to receive notice of a meeting of such committee has approved,

either by signing the resolution (whether the resolution consists of one instrument or of several instruments in like form each signed by one or more directors or members as the case may be) or by giving to the Company notice of his approval by letter or facsimile or other device for the transmission of written matter, shall be as valid and effective for all purposes as a resolution passed at a meeting of the directors or, as the case may be, of such committee duly convened and held.

13.3 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 that transaction or arrangement or proposed transaction or arrangement or any matter arising out of it. 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 such transaction or arrangement or proposed transaction or arrangement shall come before the board of directors for consideration. He may also retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him under or in consequence of such transaction or arrangement. Regulations 94 to 97 of Table A shall not apply.

14 DIVIDENDS

14.1 Regulation 103 shall be modified by the deletion of the word **interim** wherever it appears in such Regulation.

14.2 Regulation 104 shall be modified by the addition of the word **nominal** before the words **amounts paid up on the shares** in the first and second sentences of that Regulation.

14.3 Regulation 105 shall be modified by the addition of the words **subject to the provisions of the Act** at the beginning of the Regulation.

15 INDEMNITY

15.1 Subject to the provisions of the Act every director and other officer from time to time of the Company shall be entitled to be indemnified out of the assets of the Company against all losses, costs, charges, expenses and liabilities (including without prejudice to the generality of the above any such liability as is mentioned in section 310(3)(b) of the Act) which he may sustain or incur in or about the execution of his office and discharge or purported discharge of his duties to the Company, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office. This Article shall only have effect in so far as its provisions are not avoided by section 310. Regulation 118 shall be modified accordingly.

15.2 The directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other body corporate 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 of any subsidiary undertaking of the Company or of any such other body corporate or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other body corporate 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 in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other body corporate, subsidiary undertaking or pension fund.

16 OVERSEAS INTERESTS

16.1 Table A shall be further modified:

16.1.1 by the deletion from Regulation 37 of the words **within the United Kingdom**;

16.1.2 by the deletion of the second sentence of Regulation 66;

16.1.3 by the deletion of the third sentence of Regulation 88;

16.1.4 by the insertion in Regulation 112 after the words registered address of the words (or at such other address, whether in or outside the United Kingdom, as he may supply to the Company for that purpose); and

16.1.5 Regulation 116 shall be modified by the deletion of the words **the address, if any, within the United Kingdom** and the substitution of the words **at the address, if any, whether within or outside the United Kingdom**.

16.2 The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agent or committee abroad to the duly authorised agent of the Company for the purpose of affixing and using such official seal and may impose such restrictions on its use as the directors think fit.

APPENDIX - Definitions and Interpretation

1 DEFINITIONS

""A" Ordinary Shares"	:	the "A" ordinary shares of £1 each in the Company;
"Act"	:	the Companies Act 1985 (as amended);
"Arrears"	:	in relation to any dividend payable on a share, all accruals, deficiencies and arrears of such dividend;
"Articles"	:	the Articles of Association for the time being of the Company;
"Auditors"	:	the Auditors for the time being of the Company;
"Company's Holding Company"	:	any person or company which from time to time holds more than half in nominal value of the equity share capital of the Company and any holding company of any such person or company;
"directors"	:	the directors for the time being of the Company;
"Ordinary Shares"	:	the ordinary shares of £1 each in the Company;
"Preference Shares"	:	the preference shares of £1 each in the Company;
"Regulation"	:	a regulation in Table A;
"Table A"	:	Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373)).

2 INTERPRETATION

2.1 In these Articles:

2.1.1 unless specified to the contrary, use of the singular is deemed to include the plural, use of any gender is deemed to include every gender and any reference to a person is deemed to include a corporation, a partnership and other body or entity; and (in each case) vice versa;

2.1.2 words and phrases defined in the Act bear the meanings given to them in the Act unless given a different meaning in these Articles; and

2.1.3 any reference to any provision of the Act shall be construed as a reference to such provisions from time to time in force, including any statutory modification or re-enactment of such provisions;

2.1.4 the headings shall not affect interpretation.

2.2 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.

2.3 In these Articles reference to the prior **consent in writing of the Company's Holding Company** shall include any such consent whether it is in general terms or by reference to a specific event or events.