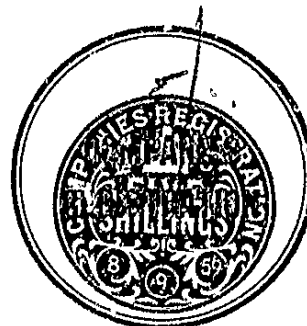


Number of }
Company }

637246/1

Form No. 41

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

HUNTSMOOR NOMINEES
LIMITED

led by

TAYLOR & HUMBERT (ATG),

2, Raymond Buildings,

Gray's Inn, W.C.1.



The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, ALAN THOMAS GRIEVE

of 2, Raymond Buildings, Gray's Inn, London, W.C.1

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of
the Supreme Court engaged in the formation

of

Huntsmoor Nominees Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Note.—This margin is reserved for binding and must not be written across.

Declared at 6 Raymond Buildings

Gray's Inn in the
County of London

the 8th day of September

one thousand nine hundred and

fifty nine.

Alan T. Grieve

Before me,

L.H. Roberts

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

HUNTSMOOR NOMINEES

LIMITED.

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

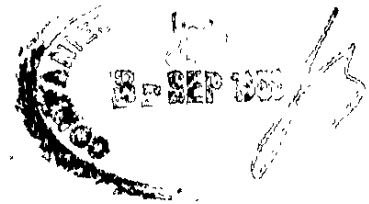
NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

TAYLOR & HUMBERT (AEC),

2, Raymond Buildings,
Gray's Inn, W.C.1.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

HUNTSMOOR NOMITEES Limited,

is £100, divided into:

100 Shares of £1 each

____ Shares of _____ each

*Signature

Alan T. Grieve

Description Director

Dated the 7th day of September 1959

**This Statement should be signed by an Officer of the Company, or
by the Solicitor(s) engaged in the formation.*

NOTE.—This margin is reserved for binding and must not be written across.

THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES



10 SEP 1950
MEMORANDUM OF ASSOCIATION

- of -

HUNTSMOOR NOMINEES LIMITED



1. The name of the Company is "HUNTSMOOR NOMINEES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To undertake the office of a nominee holding company and to acquire, hold or otherwise deal in stocks, shares, funds, debentures, debenture stocks, bonds, obligations, securities and instruments of all kinds, and to receive money, securities, certificates of title, warrants, coupons and valuables on deposit or for safe custody or otherwise to collect and transmit money, securities, certificates of title and coupons.
 - (B) To act as secretary, registrar, transfer agent, fiscal agent, paying agent, collecting agent, receiver, manager or trustee for or in relation to any company, corporation or other body or in relation to any stocks, shares, funds, debentures, debenture stocks, bonds, obligations, securities, warrants, coupons, certificates or other documents of title thereto.
 - (C) To act as trustees for the holders of or in relation to any investments or securities; to act as executors and administrators and as trustees of wills and settlements; and generally to undertake all kinds of trust and agency business.
 - (D) To provide premises, office furniture and equipment, office cleaning, repairs and decoration, lighting, heating, telephones, transport, books, periodicals, reports, stationery, services of staff, and all other services for any persons, firms or corporations.
 - (E) Subject as hereinafter provided to purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may be necessary or convenient for the business of the Company, and to sell, develop, lease, let on hire, licence, turn to account



and otherwise deal with the same in such manner as may be thought expedient.

- (F) To engage and to remunerate such staff as may be necessary or convenient for the business of the Company.
- (G) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.
- (H) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable and transferable instruments.
- (I) To lend money with or without security and upon such terms as the Board of Directors may approve and generally to act as bankers.
- (J) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object.
- (K) To grant pensions or gratuities to any members or employees or ex-members or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.
- (L) To distribute among the members of the Company in specie any property of the Company.
- (M) To carry on any other activity whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above objects.

The objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no 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.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>D. J. W. DRYBURY</i> <i>2 Raymond Buildings</i> <i>Group Insurance Co. Ltd</i> <i>Solicitors</i></p> <p><i>Alan T. Grieve</i> <i>2 Raymond Buildings,</i> <i>Group Insurance Co. Ltd</i></p>	<p><i>one</i> <i>D. J. W. DRYBURY</i></p> <p><i>one</i> <i>A. T. GRIEVE</i></p>

DATED this 7th day of September, 1959.

WITNESS to the above Signatures :-

Ann Brookfield
2 The Orchards
Sawbridgeworth
Herts.
Secretary.



ARTICLES OF ASSOCIATION

- of -

HUNTSMOOR NOMINEES LIMITED

TABLE A.

1. Subject as hereinafter provided, the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

PRIVATE COMPANY.

2. Clauses 24 and 53 of Part I and clause 1 of Part II of Table A shall not apply.

SHARES.

3. The share capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.

4. All unissued shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

MODIFICATION OF RIGHTS.

5. Clause 4 of Part I of Table A shall be read and construed as if the words "and that, if at any adjourned meeting of such holders a quorum as above defined be not present, those of such holders who are present shall be a quorum" were added at the end thereof.

LIEN.

6. Clause 11 of Part I of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.

TRANSFER OF SHARES.

7. The Directors may, in their discretion and without assigning any reason therefor, refuse to register a transfer of any share to any person who is not already a member. The Directors may also refuse to register the transfer of any share on which the Company has a lien. Clause 3 of Part II of Table A shall not apply.

ISSUE OF SHARES.

8. Unless otherwise determined from time to time by the Company in General Meeting, any shares for the time being unissued and new shares of any class hereafter created

shall before they are issued be offered to the then existing holders of shares in proportion, as nearly as may be, to the number of shares held by them respectively. Such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise dispose of any unissued shares which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered under this Article.

GENERAL MEETINGS.

9. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and clause 58 of Part I of Table A shall be construed accordingly.

10. A resolution in writing signed by all the members of the Company entitled to attend and vote at General Meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member, shall be sufficient if made by a director thereof or its duly appointed attorney. Clause 5 of Part II of Table A shall not apply.

DIRECTORS.

11. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two. Clause 75 of Part I of Table A shall be construed accordingly. A Director shall not be liable to retire nor be ineligible for re-election or appointment as a Director by reason of his attaining or having attained the age of seventy or any other age, and paragraph (a) of clause 88 of Part I of Table A shall be deleted.

12. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

13. A Director need not be a member of the Company and clause 77 of Part I of Table A shall not apply.

14. Without in any way limiting or restricting the general powers of the Directors to grant pensions, allowances or other similar payments to officers or ex-officers, employees or ex-employees of the Company, or the relatives, dependants or connections of any such persons, it is hereby expressly declared that any

salaried Director (as hereinafter defined) may participate in any pension or assurance scheme for the benefit of the Company's employees, whether the Company contributes thereto or not, and that the Directors may accordingly include in any such scheme, or may make such grant or pay such pension, annuity or other retiring or similar allowance to, any salaried Director or his relatives, dependants or connections upon such terms as the Directors may think fit. It shall be no objection to any such inclusion, grant or payment, that the salaried Director remains an Ordinary Director of the Company entitled to participate in the ordinary remuneration payable to the Directors. Any salaried Director may vote as a Director upon any resolutions affecting or relating to any such scheme, pension, grant or allowance, or relating to his participation therein notwithstanding that he is or may be interested therein. For the purposes of this Article the expression "salaried Director" means a Managing Director and any other Director holding any salaried employment or office under the Company in respect of which he is paid remuneration beyond his ordinary remuneration as a Director but it is hereby expressly declared that such expression does not include a Director in respect of his ordinary services as a Director. Clause 87 of Part I of Table A shall not apply.

15. Each Director shall have the power to appoint either (I) another Director or (II) any other person approved for that purpose by a resolution of the Directors to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

16. The proviso to clause 79 of Part I of Table A shall not apply.

17. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Clause 84 of Part I of Table A shall be construed accordingly.

18. The holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting, may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.

19. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to clause 88 of Part I of Table A) hold office until he is removed pursuant to Article 18. Clauses 89 to 97 (inclusive) of Part I of Table A shall not apply.

20. The words "entitled to receive notice of a meeting of the Directors" shall be deleted from clause 106 of Part I of Table A.

NOTICES.

21. A notice sent by post shall be deemed served at the time when the same was posted and clause 131 of Part I of Table A shall be construed accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

O. J. L. Dryburgh
2 Raynham Buildings
Gray's Inn Lane
St. Nicolas
Alan T. Gribb
2 Raymond Buildings,
Gray Inn,
W.C.1, Solicitor

DATED this 7th day of September, 1959.

WITNESS to the above Signatures :-

Ann Brookfield
2 The Orchards
Sawbridgeworth
Herts.
Secretary.

DUPLICATE FOR THE FILE

No. 637246



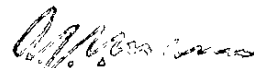
Certificate of Incorporation

I Hereby Certify, that

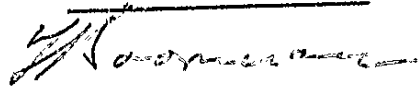
HUNTSMOOR NOMINEES LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this **Sixteenth** day of
September One Thousand Nine Hundred and **Fifty nine.**


ASSISTANT Registrar of Companies.

Certificate
received by



16/9/59 Date