

822782

Form No. 41

THE COMPANIES ACT, 1948

**COMPANIES
REGISTRATION**

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.

BARCLAYS NOMINEES (K.W.S).

LIMITED

led by

BURNANT, COOPER & HANBLING

70-71, GRACECHURCH STREET,

LONDON, E.C.2.

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Backliffersbury, 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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 3; 28-30 John Dalton Street, Manchester, 2; and 147 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES REGISTRATION

J. BARRINGTON JOHN STEAD

of MESSRS. DURRANT, COOPER & HAMBLING

70-71 GRACECHURCH STREET,

LONDON, E.C.3.

(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 Solicitor

of the Supreme Court engaged in the formation

of BARCLAYS NOMINEES (K.W.S.)

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.

Declared at 26 Leice st
in the City of London.

the 28th day of September

one thousand nine hundred and sixty-

four

Before me,

X. Withers - hants

Barrington J. Stead

Number of
Company

822782

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

BARCLAYS NOMINEES (K.W.S.).



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.

THE NOMINAL CAPITAL of the above named Company is £ 100.

Signature Dunstan Cooper & Hambling

Description Solicitors engaged in Formation.

Dated the 28th day of September 1964

12 OCT 1964

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

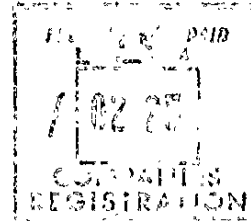
DUNSTON COOPER & HANBLING

70-71, GRACECHURCH STREET,

LONDON, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 13 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, M4 7DU; 100 Hope Street, Glasgow, G.2.



PANY LIMITED BY SHARES

822782 / 3

7/10 Memorandum of Association

OF

12 OCT 1964

BARCLAYS NOMINEES (K.W.S.) LIMITED

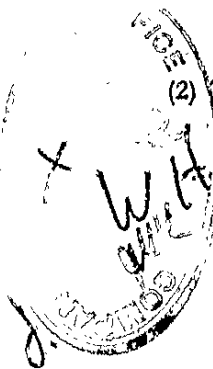
1. The name of the Company is "BARCLAYS NOMINEES (K.W.S.) LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are as follows :—

(1) To act as nominee or agent or attorney, either solely or jointly with others, for any person or persons, company, corporation, government, state, or province, or of any municipal or other authority or public body.

(2) To hold in trust, and whether solely or jointly with others as trustee for or nominee of any person or persons, company, corporation, government, state, or province, or any municipal or other authority or public body, and deal with, manage and turn to account, any real or personal



property of any kind, and in particular shares, stocks, debentures, securities, policies, book debts, claims and choses in action lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in real or personal property, and any claims against such property or against any person or company or corporation.

- (3) To procure the Company to be registered or recognized in any country or place, and to obtain any provisional order or Act of Parliament, or any enactment, decree or other legislative or executive act, of any empire, kingdom, state, colony, municipality or other authority for enabling the Company to carry any of its objects into effect or for effecting any alteration or modification of the Company's constitution.
- (4) To pay all expenses of and incident to the formation and establishment of the Company.
- (5) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise and either alone or in conjunction or in partnership with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (6) To distribute any of the assets of the Company among the members in specie.
- (7) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each with power to divide the shares in the original capital or any increased capital into several classes and to attach thereto any preferential, deferred, qualified or other special rights, privileges or conditions.

We, the several persons whose names, addresses and descriptions 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
<i>L. J. B. B. B.</i> <i>54, Lombard Street</i> <i>London E.C.3</i>	<i>one</i>
<i>Banker</i> <i>L. J. B. B. B.</i> <i>J. D. J. B. B.</i>	<i>one</i>
<i>54, Lombard Street</i> <i>London, E.C.3</i>	
<i>Banker.</i>	

Dated this 23rd. day of September, 1964.

Witness to the above Signatures—

Mr. S. S. S. S. S.
54, Lombard Street,
London, E.C.3
Investment Manager

being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting those holders of shares of the class who are present shall be a quorum and Regulation 4 of Table A shall be modified accordingly.

5. In Regulation 15 of Table A the words "except insofar as may be otherwise agreed between the Company and any member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

LIEN.

6. The Company shall have a first and paramount lien upon all the shares registered in the name of each member (whether solely or jointly with others) for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. Regulation 11 of Table A shall not apply.

COMPULSORY TRANSFER OF SHARES.

7. Any member who holds less than £20 nominal of the capital of the Company shall be bound upon a request in writing signed by the holder or holders of two-thirds of the capital for the time being issued to sell and transfer his share or shares to any person nominated in such request in consideration of the payment of a sum equal to the capital paid up on his share or shares, and the sale shall be carried into effect at the Company's office on the day appointed by the party or parties making such request, and if the member makes default the Company shall receive the amount on his behalf, and shall authorise some Director of the Company on his behalf to transfer the share or shares to the person so nominated and such transfer shall be effective. For the purpose of this Article any person entitled to transfer a share shall be deemed to be a member. Any such request as aforesaid may be signed in manner provided by sub-clause (2) of Article 17.

The Companies Act, 1948

822782/2

ANY LIMITED BY SHARES

Articles of Association

OF

BARCLAYS NOMINEES (K.W.S.) LIMITED

TABLE A.

1. The Regulations contained in Part II of Table A, in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A"), shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A, shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS.

2. The share capital of the Company is £100, divided into 100 shares of £1 each.
3. Of the initial capital of the Company ninety-eight shares shall forthwith be offered to Barclays Bank Limited or its nominees at par.
4. If any such separate General Meeting as is referred to in Regulation 4 of Table A shall be adjourned by reason of there

GENERAL MEETINGS.

8. Subject to the provisions of the Act, a Resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorney, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents and be 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. Regulation 5 of Part II of Table A shall not apply.

9. In every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

10. A poll may be demanded by the Chairman or by any member present in person or by proxy and Regulation 58 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

11. On a show of hands every member present in person shall have one vote provided that where a corporation, being a member, is present by a proxy who is not a member, such proxy shall be entitled to vote for such corporation on a show of hands. Upon a poll every member present in person or by proxy shall have one vote for every share held by him. Regulation 62 of Table A shall not apply.

12. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed

out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

13. In Regulation 69 of Table A the words "twenty-four" shall be substituted for the words "forty-eight".

DIRECTORS.

14. Regulation 75 of Table A shall not apply. Until otherwise determined by a General Meeting the number of Directors shall be unlimited. The first Directors shall be—Maurice William Lockyer, Eric Nofley Adcock, Thomas Ralph Austin Collett, Arthur Frederick Lewis Hills, John William Kitson Ries, George Leslie Elkwood, Job Edward Lousley, Lester Gatling Harris, Richard de Lacy Costello, John Idris Morgan, Herbert Ronald Huggett, Harry William Simmance, Richmer Edwin Dixon, Niall Patrick Moynahan, Noel McCann, Geoffrey Gordon Cowen and Henry Michael Curry.

15. If any Director shall be called upon to perform extra services or to make any special exertions or goes or resides abroad for any of the purposes of the Company, the Directors may arrange with such Director for such special remuneration for such services or exertions, either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

16. No Director shall be disqualified by his office from holding any office or place of profit under the Company or under any company in which this Company shall be a shareholder or otherwise interested, or from contracting with the Company as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or by the fiduciary relation thereby established, but it is declared that the nature of this interest must be disclosed by him in accordance with section 199 of the Act. No Director

shall as a Director vote in respect of any contract or arrangement in which he is so interested and if he do so his vote shall not be counted nor shall he be counted in the quorum present at the meeting. Paragraphs (2 and (3) of Regulation 84 of Table A shall be construed accordingly.

17. The following provisions shall apply :—

(1) The Company at a General Meeting at which the holders of at least two-thirds of the capital for the time being issued are present in person or by proxy may at any time or from time to time :—

(A) Appoint one or more new Directors.

(B) Remove any Director whether appointed by Article 14 or under this present Article.

(C) Appoint any person to be the Secretary of the Company in substitution for the first or any subsequently appointed Secretary.

(2) A resolution in writing signed by the holder or holders of at least two-thirds of the capital for the time being issued shall be as valid and effectual for the purpose of effecting any such appointment or removal as aforesaid as if it had been passed at a General Meeting of the Company duly convened and constituted under sub-clause (1) of this Article. In the case of a corporation being the holder of any shares the execution of such writing under its common seal or by the hand of its attorney duly constituted shall be deemed to be its signature for the purposes of this Article.

18. The Directors shall not be subject to retirement by rotation and Regulations 89 to 97 (both inclusive) of Table A shall not apply.

19. The office of a Director shall *ipso facto* be vacated (1) in the events specified in Regulation 88 of Table A and also (2) if, having been at the date of his appointment as a director in the employ of Barclays Bank Limited, he ceases for any reason to be in such employ.

POWERS OF DIRECTORS.

20. Regulation 79 of Table A shall not apply.

21. For the purpose of managing all or any of the affairs of the Company either in the United Kingdom or elsewhere, the Directors may establish local boards and may appoint any persons to be members of such local boards, and may also for the purpose aforesaid appoint any company, firm or person to be the managers or agents of the Company, and may in any such case fix the remuneration of any such company, firm or person, and may delegate to any local board or to any such managers or agents any of the powers, authorities, and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made for such a period and upon such terms and subject to such conditions as the Directors may think fit and the Directors may (subject to the terms of any agreement entered into in any particular case) remove any company, firm or person so appointed and annul or vary any such delegation, but no person dealing in good faith and without notice of any such removal, annulment or variation shall be affected thereby.

SECRETARY.

22. The first Secretary of the Company shall be Douglas Morton. During any absence of the Secretary from his duties through illness or otherwise the Directors may appoint a temporary substitute for the Secretary who shall for the purposes of these Articles be deemed to be the Secretary: Provided that no such appointment shall be made except with the consent in writing of the holder or holders of at least two-thirds of the capital for the time being issued.

THE SEAL.

23. The Directors shall provide for the safe custody of the seal and every instrument to which the seal of the Company is affixed shall be signed by two Directors or by one Director and the Secretary. Regulation 113 of Table A shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M. Leard

54 Lombard Street
London, E.C.3
Banker.

C. D. J. A.

54 Lombard Street
London E.C.3
Banker.

Dated this 23rd day of September, 1964.

Witness to the above Signatures—

M. G. G. G.

54 Lombard Street
London E.C.3
Investment Manager

DUPLICATE FOR THE FILE.

No. 822782



Certificate of Incorporation

I Hereby Certify that

BARCLAYS NOMINEES (K.W.S.) LIMITED

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

Given under my hand at London this TWELFTH DAY OF OCTOBER

ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L.S. Whitfield.

Assistant Registrar of Companies.

COMPANY RECORD

Certificate
received by }

Date

No. of Company 262782

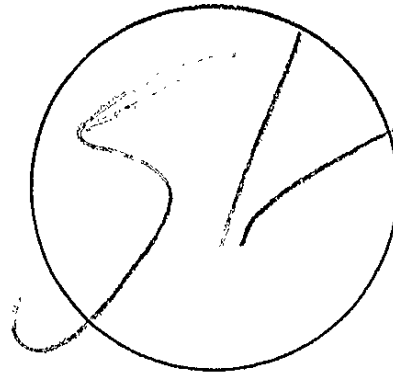


FORM No. 103.

THE COMPANIES ACT, 1948

NOTICE OF PLACE WHERE
REGISTER OF MEMBERS IS
KEPT OR OF ANY CHANGE
IN THAT PLACE

(Pursuant to Section 110 (3)).



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

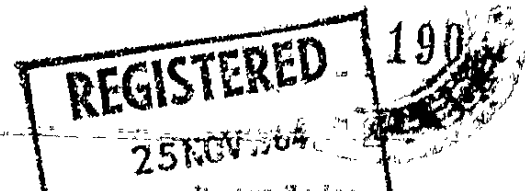
Name
of
Company

BARCLAYS NOMINEES (K.W.S.) Limited.

NOTE.—This notice is NOT required under this sub-section where the register has at all times since it came into existence or, in the case of a register in existence at the commencement of the 1948 Act, at all times since then, been kept at the registered office of the Company.

Registered by

BARCLAYS BANK LIMITED
STOCK OFFICE
64, LOMBARD ST., E.C.3.



NOTICE

OF

PLACE WHERE REGISTER OF MEMBERS IS
KEPT OR OF ANY CHANGE IN THAT PLACE

To the Registrar of Companies.

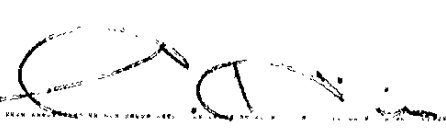
..... PARCLAYS NOMINEES (P.M.S.) Limited

hereby gives you notice, in accordance with Sub-section 3 of Section 110 of the Companies
Act, 1948, that the Register of Members of the Company is kept at

..... PARCLAYS BANK LIMITED,

..... STOCK OFFICE,

..... 51, LOMBARD STREET, LONDON, E.C.3.

Signature 

..... DIRECTOR

(State whether Director or Secretary.)

Dated the 23rd day of November

19 61

No. of Company 822782 117

THE COMPANIES ACTS 1948 TO 1967

NOTICE OF PLACE WHERE REGISTER OF DIRECTORS' INTERESTS IN SHARES IN, OR DEBENTURES OF, A COMPANY OR ITS ASSOCIATED COMPANIES IS KEPT OR OF ANY CHANGES IN THAT PLACE.

Pursuant to Section 29(8) of the Companies Act 1967

Name of
Company BARCLAYS NOMINEES (K.W.S.) LIMITED

To the Registrar of Companies.

The above-named company hereby gives you notice, in accordance with subsection (8) of Section 29 of the Companies Act 1967, that the register of Directors interests in shares in, or debentures of, the company or any associated companies is kept at

BARCLAYS BANK LIMITED

54 LOMBARD STREET

LONDON E.C.3.

Signed 

State whether Director or Secretary SECRETARY

Date 28th NOVEMBER 1967

Presented by:

BARCLAYS BANK LIMITED,
STOCK OFFICE,
54 LOMBARD ST. E.C.3.

Presentor's reference:

F.J.G.



+ Spec reg . 822782
Still Private

1105

911

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

BARCLAYS NOMINEES (K.W.S.) LIMITED

Incorporated the 12th day of October, 1964



74

DURRANT COOPER & HAMBLING,
70-71 GRACECHURCH STREET,
LONDON, E.C.3.

No. 822782



Certificate of Incorporation

I HEREBY CERTIFY that BARCLAYS NOMINEES (K.W.S.) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twelfth day of October,
One thousand nine hundred and sixty-four.

L. S. WHITFIELD,
Assistant Registrar of Companies.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BARCLAYS NOMINEES (K.W.S.) LIMITED

1. The name of the Company is "BARCLAYS NOMINEES (K.W.S.) LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are as follows :—

- (1) To act as nominee or agent or attorney, either solely or jointly with others, for any person or persons, company, corporation, government, state, or province, or of any municipal or other authority or public body.
- (2) To hold in trust, and whether solely or jointly with others as trustee for or nominee of any person or persons, company, corporation, government, state, or province, or any municipal or other authority or public body, and deal with, manage and turn to account, any real or personal

property of any kind, and in particular shares, stocks, debentures, securities, policies, book debts, claims and choses in action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in real or personal property, and any claims against such property or against any person or company or corporation.

- (3) To procure the Company to be registered or recognized in any country or place, and to obtain any provisional order or Act of Parliament, or any enactment, decree or other legislative or executive act, of any empire, kingdom, state, colony, municipality or other authority for enabling the Company to carry any of its objects into effect or for effecting any alteration or modification of the Company's constitution.
 - (4) To pay all expenses of and incident to the formation and establishment of the Company.
 - (5) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise and either alone or in conjunction or in partnership with others, and either by or through agents, sub-contractors, trustees or otherwise.
 - (6) To distribute any of the assets of the Company among the members in specie.
 - (7) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each with power to divide the shares in the original capital or any increased capital into several classes and to attach thereto any preferential, deferred, qualified or other special rights, privileges or conditions.

We, the several persons whose names, addresses and descriptions 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>T. M. BLAND, 54 Lombard Street, London, E.C.3, Banker.</p>	<p>One</p>
<p>L. E. D. BEVAN, 54 Lombard Street, London, E.C.3, Banker.</p>	<p>One</p>

Dated this 23rd day of September, 1964.

Witness to the above Signatures—

F. K. SHERBORNE,
54 Lombard Street,
London, E.C.3,
Investment Manager.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

BARCLAYS NOMINEES (K.W.S.) LIMITED

TABLE A.

1. The Regulations contained in Part II of Table A, in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A"), shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A, shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS.

2. The share capital of the Company is £100, divided into 100 shares of £1 each.

3. Of the initial capital of the Company ninety-eight shares shall forthwith be offered to Barclays Bank Limited or its nominees at par.

4. If any such separate General Meeting as is referred to in Regulation 4 of Table A shall be adjourned by reason of there

being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting those holders of shares of the class who are present shall be a quorum and Regulation 4 of Table A shall be modified accordingly.

5. In Regulation 15 of Table A the words "except insofar as may be otherwise agreed between the Company and any member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

LIEN.

6. The Company shall have a first and paramount lien upon all the shares registered in the name of each member (whether solely or jointly with others) for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. Regulation 11 of Table A shall not apply.

COMPULSORY TRANSFER OF SHARES.

7. Any member who holds less than £20 nominal of the capital of the Company shall be bound upon a request in writing signed by the holder or holders of two-thirds of the capital for the time being issued to sell and transfer his share or shares to any person nominated in such request in consideration of the payment of a sum equal to the capital paid up on his share or shares, and the sale shall be carried into effect at the Company's office on the day appointed by the party or parties making such request, and if the member makes default the Company shall receive the amount on his behalf, and shall authorise some Director of the Company on his behalf to transfer the share or shares to the person so nominated and such transfer shall be effective. For the purpose of this Article any person entitled to transfer a share shall be deemed to be a member. Any such request as aforesaid may be signed in manner provided by sub-clause (2) of Article 17.

GENERAL MEETINGS.

8. Subject to the provisions of the Act, a Resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company 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. Regulation 5 of Part II of Table A shall not apply.

9. In every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

10. A poll may be demanded by the Chairman or by any member present in person or by proxy and Regulation 58 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

11. On a show of hands every member present in person shall have one vote provided that where a corporation, being a member, is present by a proxy who is not a member, such proxy shall be entitled to vote for such corporation on a show of hands. Upon a poll every member present in person or by proxy shall have one vote for every share held by him. Regulation 62 of Table A shall not apply.

12. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed

out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

13. In Regulation 69 of Table A the words "twenty-four" shall be substituted for the words "forty-eight".

DIRECTORS.

14. Regulation 75 of Table A shall not apply. Until otherwise determined by a General Meeting the number of Directors shall be unlimited. The first Directors shall be—Maurice William Lockyer, Eric Notley Adcock, Thomas Ralph Austin Collett, Arthur Frederick Lewis Hills, John William Kitson Ries, George Leslie Ellwood, Job Edward Lousley, Lester Gatling Harris, Richard de Lacy Costello, John Idris Morgan, Herbert Ronald Huggett, Harry William Simmance, Richmer Edwin Dixon, Niall Patrick Moynahan, Noel McCann, Geoffrey Gordon Cowen and Henry Michael Curry.

15. If any Director shall be called upon to perform extra services or to make any special exertions or goes or resides abroad for any of the purposes of the Company, the Directors may arrange with such Director for such special remuneration for such services or exertions, either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

16. No Director shall be disqualified by his office from holding any office or place of profit under the Company or under any company in which this Company shall be a shareholder or otherwise interested, or from contracting with the Company as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or by the fiduciary relation thereby established, but it is declared that the nature of this interest must be disclosed by him in accordance with section 199 of the Act. No Director

shall as a Director vote in respect of any contract or arrangement in which he is so interested and if he do so his vote shall not be counted nor shall he be counted in the quorum present at the meeting. Paragraphs (2) and (3) of Regulation 84 of Table A shall be construed accordingly.

17. The following provisions shall apply :—

- (1) The Company at a General Meeting at which the holders of at least two-thirds of the capital for the time being issued are present in person or by proxy may at any time or from time to time :—
 - (A) Appoint one or more new Directors.
 - (B) Remove any Director whether appointed by Article 14 or under this present Article.
 - (C) Appoint any person to be the Secretary of the Company in substitution for the first or any subsequently appointed Secretary.
- (2) A resolution in writing signed by the holder or holders of at least two-thirds of the capital for the time being issued shall be as valid and effectual for the purpose of effecting any such appointment or removal as aforesaid as if it had been passed at a General Meeting of the Company duly convened and constituted under sub-clause (1) of this Article. In the case of a corporation being the holder of any shares the execution of such writing under its common seal or by the hand of its attorney duly constituted shall be deemed to be its signature for the purposes of this Article.

18. The Directors shall not be subject to retirement by rotation and Regulations 89 to 97 (both inclusive) of Table A shall not apply.

19. The office of a Director shall *ipso facto* be vacated (1) in the events specified in Regulation 88 of Table A and also (2) if, having been at the date of his appointment as a director in the employ of Barclays Bank Limited, he ceases for any reason to be in such employ.

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POWERS OF DIRECTORS.

20. Regulation 79 of Table A shall not apply.

21. For the purpose of managing all or any of the affairs of the Company either in the United Kingdom or elsewhere, the Directors may establish local boards and may appoint any persons to be members of such local boards, and may also for the purpose aforesaid appoint any company, firm or person to be the managers or agents of the Company, and may in any such case fix the remuneration of any such company, firm or person, and may delegate to any local board or to any such managers or agents any of the powers, authorities, and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made for such a period and upon such terms and subject to such conditions as the Directors may think fit and the Directors may (subject to the terms of any agreement entered into in any particular case) remove any company, firm or person so appointed and annul or vary any such delegation, but no person dealing in good faith and without notice of any such removal, annulment or variation shall be affected thereby.

SECRETARY.

22. The first Secretary of the Company shall be Douglas Morton. During any absence of the Secretary from his duties through illness or otherwise the Directors may appoint a temporary substitute for the Secretary who shall for the purposes of these Articles be deemed to be the Secretary: Provided that no such appointment shall be made except with the consent in writing of the holder or holders of at least two-thirds of the capital for the time being issued.

THE SEAL

"23. The Directors shall provide for the safe custody of the Seal and every instrument to which the Seal of the Company is affixed shall be signed by two Directors or by one Director and the Secretary or by such person or persons as shall for the time being be authorised to attest the affixing of the Seal of Barclays Bank Limited in accordance with the regulations then in force to time made by that Company. Regulation 79 of Table 'A' shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T. M. BLAND,
54 Lombard Street,
London, E.C.3,
Banker.

L. E. D. BEVAN,
54 Lombard Street,
London, E.C.3,
Banker.

Dated this 23rd day of September, 1964.

Witness to the above Signatures—

F. K. SHERBORNE,
54 Lombard Street,
London, E.C.3,
Investment Manager.

No. 822782

1104

N/
Memorandum

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BARCLAYS NOMINEES (K W S) LIMITED

Passed 25th September 1979

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Juxon House, 94 St Paul's Churchyard, London, EC4M 8EH on Tuesday 25th September 1979, the following resolution was duly passed as a Special Resolution:-

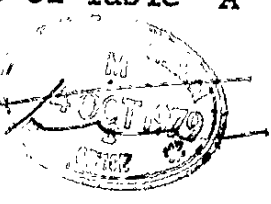
SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and they are hereby altered by deleting the whole of Article 23 and substituting therefor the following new Article:-

THE SEAL

"23. The Directors shall provide for the safe custody of the Seal and every instrument to which the Seal of the Company is affixed shall be signed by two Directors or by one Director and the Secretary or by such person or persons as shall for the time being be authorised to attest the affixing of the Seal of Barclays Bank Trust Company Limited in accordance with regulations from time to time made by that Company. Regulation 113 of Table 'A' shall not apply".

O W H ATKINS
CHAIRMAN



8222782 / 142

COPY OF A SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL
MEETING OF BARCLAYS NOMINEES (K.W.S.) LIMITED HELD AT JUXON
HOUSE, 94 ST PAUL'S CHURCHYARD, LONDON EC4M 8EH ON TUESDAY
15TH MARCH 1983

IT WAS RESOLVED:-

THAT in accordance with the provisions of Section 12 of
the Companies Act 1981, no Auditors be appointed by
the Company in that it is a dormant Company and
meets the other requirements of the aforesaid
section in this regard.

I hereby certify that the
above is a true copy
For BARCLAYS NOMINEES (K.W.S.) LIMITED

D. A. N.

Date

CHAIRMAN




COPY OF A SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF BARCLAYS NOMINEES (K.W.S.) LIMITED HELD AT JUXON HOUSE, 94 ST PAUL'S CHURCHYARD, LONDON E.C.4. ON TUESDAY 17TH JANUARY 1984

IT WAS RESOLVED, as a Special Resolution:-

THAT in accordance with the provisions of Section 12 of the Companies Act 1981, no Auditors be appointed by the Company in that it is a dormant Company and meets the other requirements of the aforesaid section in this regard.

I hereby certify that the
above is a true copy
For BARCLAYS NOMINEES (K.W.S.) LIMITED



CHAIRMAN

DATE



Co Regd No. 822772

15

The Companies Acts 1948 to 1983

COMPANY LIMITED BY SHARES

Special Resolution

of

BARCLAYS NOMINEES (K.W.S.) LIMITED

Passed 15th January 1985

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Juxon House, 94 St Paul's Churchyard, London EC4M 8EH on 15th January 1985, the following resolution was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

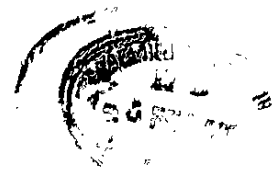
THAT the regulations contained in the document submitted to this meeting and, for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof.

[Signature]

Chairman

Lodged by:

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK LTD
BRITANNIA HOUSE,
16-17 OLD BAKERY,
LONDON, EC4M 7DE



THE COMPANIES ACTS 1948 TO 1983

R. H. - Hill

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BARCLAYS NOMINEES (K.W.S.) LIMITED

(adopted by Special Resolution
passed 15th January 1985)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 ("Table A") shall apply to the Company with the following modifications:
 - 1.1 they shall not apply to the extent that they are excluded or varied by or inconsistent with these articles of association;
 - 1.2 to the extent (if any) that they are amended from time to time, they shall apply as amended, except to the extent that any amendment is inconsistent with these articles of association;
 - 1.3 they shall not apply if they are repealed and new regulations are enacted in their place; in that case, (a) the new regulations shall apply except to the extent that they are inconsistent with these articles of association, and (b) this paragraph 1.3, and paragraph 1.2 above, shall apply to the new regulations, and to any new regulations in turn enacted in their place or in place of any remoter successor to Table A, as they applied to the regulations contained in Table A;
 - 1.4 in Table A, and in any amendment to Table A or any regulations applying as set out in paragraphs 1.2 or 1.3 above, "Secretary" shall mean the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a Joint, Assistant or Deputy Secretary.

BORROWING POWERS

2. Regulation 79 of Table A shall not apply to the Company.

DIRECTORS

Alternate

3. Any Director (other than an alternate director) may appoint any other Director, or any other person approved by the Directors and willing to act, to be an Alternate Director and may remove from office an Alternate Director so appointed by him.

An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not, without the authority of the Board of Directors, be entitled to receive any remuneration from the Company.

An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a Director; but, if a Director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

Any appointment or removal of an Alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

Save as otherwise provided in the articles, an Alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

Contracts

4. A Director who is in any way either directly or indirectly interested in a contract, arrangement or matter or proposed contract or arrangement with or concerning the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948 as amended and extended by the Companies Act 1980. A Director shall declare his interest in the

same manner if his duty conflicts or may conflict with the interests of the Company. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract, arrangement or matter in which he is interested, directly or indirectly, or in which his duty conflicts or may conflict with the interests of the Company, and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

Appointment/Removal

5. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings may at any time and from time to time by memorandum in writing signed by or on behalf of such holder or holders appoint any person to be a Director or remove any Director (whether or not appointed under this Article 5) from office. Every such appointment or removal shall take effect upon receipt of the memorandum by the Secretary of the Company. In the case of a corporation it shall be sufficient if such memorandum is signed by a Director thereof or by any other officer or official duly authorised in that behalf.

Casual Vacancy

6. The Directors shall have power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and any Director so appointed shall hold office until he is removed or resigns.

Remuneration

7. The remuneration of each Director shall be such as shall be determined from time to time by the Directors. The Company shall not be obliged to pay the same rate of remuneration to each Director for his ordinary services as a Director. Any such remuneration shall be deemed to accrue from day to day.

NO ROTATION OF DIRECTORS

8. Directors shall remain continuously in office, without rotation, from the date of their appointment until their resignation or removal.

RESOLUTIONS IN WRITING

9. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an Alternate Director entitled to sign the same under Article 3 need not also be signed by his appointor and, if it is signed by a Director who has appointed an Alternate Director, it need not be signed by the Alternate Director in that capacity.

ADVISORY DIRECTORS

10. Where the Board considers that the advice or assistance of any person would from special knowledge or for any other reason be beneficial to the Company the Board may at any time appoint such person to be an Extra or Advisory Director and may at any time revoke any such appointment. Subject to such power of revocation a person appointed an Extra or Advisory Director shall hold such office for such period not exceeding one year from his appointment as the Board shall fix on his appointment, and in default of any period being so fixed then for one year from his appointment. An Extra or Advisory Director vacating such office shall be eligible for re-appointment. The duties and remuneration of an Extra or Advisory Director shall be such as may be agreed between him and the Board. Any person so appointed shall not be a Director of the Company for any of the purposes of these Articles nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board pursuant to such agreement. An Extra or Advisory Director shall not be a member of the Board and shall not be entitled to be present at any meeting of the Board except at the request of the Board, and if present at such request he shall not be entitled to vote thereat.

ASSISTANT DIRECTORS

11. The Board may from time to time appoint any manager or other person in the employment of the Company or of the Company's holding company or of any other subsidiary of the Company's holding company to be an Assistant Director of the Company. Any person so appointed shall not be a Director of the Company for any of the purposes of

these Articles nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board. The appointment, removal and remuneration of an Assistant Director shall be determined by the Board. An Assistant Director shall not be entitled to receive notice of or attend at any Board Meeting unless invited to do so by the Board, and he shall not vote on any resolution proposed at a meeting of the Board.

MINUTES

12. The Board shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of the Board, and of the attendances thereat, and all business transacted at such meetings; and any such minutes relating to any such meeting, if purporting to be signed by the Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

LOCAL BOARDS

13. The Board may establish any divisional, departmental, regional or local boards, managing committees or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons (whether being Directors or not) to be members of such boards, agencies or committees and may appoint any such persons as aforesaid to be regional directors, local directors, managers or agents, and may fix the remuneration of any persons so appointed, and may delegate to any such board, managing committee, agency, regional director, local director, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any such boards, agencies or managing committees, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such other terms and subject to such other conditions as the Board may think fit, and the Board may remove any person so appointed, and may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

SECRECY

14. Every Director, trustee manager, auditory member of a committee, officer, agent, or employee of the Company shall be bound (and if required by the Directors shall before entering on his duties execute a declaration or contract pledging himself) to observe strict secrecy respecting all transactions of the Company, (including without limitation) transactions with customers and the state of customers' accounts, and all matters relating thereto and not to reveal any matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by a Court of Law or by the third party or parties to whom such matters relate or so far as may be necessary in the conduct of the business of the Company or in order to comply in any other way with any provisions of the Articles.

SECRETARY

15. Each holder for the time being of the office of Secretary, Deputy Secretary and Assistant Secretary of the ultimate holding company of the Company, and each person appointed for the time being to perform the duties of any such office, whether in place of the holder thereof or under circumstances where there is no holder thereof, shall, for so long as he is such holder or so appointed, be also the Secretary, the Deputy Secretary and Assistant Secretary, respectively, of the Company.

THE SEAL

16. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The use of the seal shall not require the authority of the Directors.

BARCLAYS NOMINEES (K.W.S.) LIMITED

We all the shareholders of the above Company

1. HEREBY RESOLVE as an Elective Resolution
THAT

- (a) Pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked.
- (b) Pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
- (c) Pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
- (d) The Company hereby elects pursuant to Section 80A(1) of the Companies Act 1985 that the provisions of Section 80A of that Act apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or the renewal after the said election of authority to allot shares.

AND

2. HEREBY RESOLVE as an Ordinary Resolution
THAT

the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.

Dated this 6th day of December 1990


For and on behalf of Barclays Holdings Limited


..... (Director)

For and on behalf of Barclays Group Limited


..... (Director)

RDHA/SJF/002535/2 I certify that the above
is a true copy
for BARCLAYS NOMINEES (K.W.S.) LIMITED


ASSISTANT SECRETARY

No. 822782

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF


BARCLAYS NOMINEES (K.W.S.) LIMITED

Passed the 9th day of October 1991

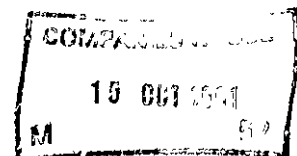
At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Johnson Smirke Building, 4 Royal Mint Court, LONDON EC3N 4HJ on 9 October 1991, the following resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT Articles of Association in the form attached hereto and initialled for the purpose of identification by the Chairman of the Meeting be and they are hereby adopted as the Articles of Association of the Company in substitution for its existing Articles of Association.


S P MERRY
CHAIRMAN OF THE MEETING

SPM/SJF/005940



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BARCLAYS NOMINEES (K.W.S.) LIMITED
(adopted 9 October 1991)

PRELIMINARY

1. The regulations contained in Table A (which expression means that Table A which was prescribed by regulations made pursuant to the Companies Act 1985 and was in force on 1st August 1985) shall apply to the Company with the following modifications:
 - 1.1 they shall not apply to the extent that they are excluded or varied by or inconsistent with these Articles of Association;
 - 1.2 in Table A and in these Articles "Secretary" shall mean the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a Joint, Deputy or Assistant Secretary;
 - 1.3 words or expressions contained in these Articles of Association bear the same meaning as in the Act (as defined in Table A) but excluding any statutory modification or re-enactment which gives a meaning which is inconsistent with these Articles.

THE SEAL

2. Regulation 101 of Table A shall not apply to the Company. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The use of the seal shall not require the authority of the Directors.

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DIRECTORS AND DIRECTORS' PROCEEDINGS

Alternate Directors

3. Regulation 66 of Table A shall not apply to the Company. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not, without the authority of the Board, be entitled to receive any remuneration from the Company for his services as an Alternate Director. However, it shall not be necessary to give notice of such a meeting to an Alternate Director who is absent from the United Kingdom. Every Alternate Director shall be entitled to sign or, in the case of a telex, facsimile transmission or electronic mail transmission, send on behalf of the Director appointing him a resolution in writing of the Directors pursuant to Article 12.
4. Regulation 68 of Table A shall not apply to the Company. Any appointment or removal of an Alternate Director shall be by written notice signed (except in the case of an appointment or removal by telex or a facsimile transmission of an appointment or removal otherwise complying with the requirements of this Article) by the Director making or revoking the appointment, or in such other manner as the Directors may approve, and deposited or received at the office, or received by the Secretary.

Disclosure of Interests

5. Regulation 94 of Table A shall not apply to the Company. Subject to the provisions of the Act a Director who is in any way either directly or indirectly interested in a contract, arrangement or matter or proposed contract or arrangement with or concerning the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. A Director shall declare his interest in the same manner if he has (directly or indirectly) a duty which conflicts or may conflict with the interests of the Company. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract, arrangement or matter in which he is interested, directly or indirectly or in which his duty conflicts or may conflict with the interests of the Company, and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

Appointment/Removal of Directors

6. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings may at any time and from time to time by memorandum in writing appoint any person to be a Director or remove any Director (whether or not appointed under this Article 6) from office. Such memorandum shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be signed by or on behalf of the holder or holders making such appointment or removal. Every such appointment or removal shall take effect upon receipt of the memorandum by the Secretary. In the case of a corporation it shall be sufficient if such memorandum is signed or issued by a director thereof or by any other officer or official duly authorised in that behalf.

Casual Vacancy

7. Regulation 79 of Table A shall not apply to the Company. The Directors shall have the power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and any Director so appointed shall hold office until he is removed or resigns.


Remuneration of Directors

8. Regulation 82 of Table A shall not apply to the Company. The remuneration of each Director shall be such as shall be determined from time to time by the Directors. The Company shall not be obliged to pay the same rate of remuneration to each Director for his ordinary services as a Director. Any such remuneration shall be deemed to accrue from day to day.

No Rotation of Directors

9. Regulations 73 to 78 inclusive and regulation 80 of Table A shall not apply to the Company. Directors shall remain continuously in office, without rotation, from the date of their appointment until their resignation or removal.

Notice of Meetings

10. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely:
"Every Director shall be given notice of every meeting of the Directors, such notice to be sent to such address as is notified by him to the Company for this purpose or otherwise communicated to him personally. Any Director may by notice to the Company either before or after the meeting waive his right to receive notice of the meeting and any Director who either:
- 

- (a) is present at the commencement of a meeting whether personally or by his Alternate Director; or
 - (b) does not, within 7 days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the Company that he desires the proceedings at such meeting to be regarded as a nullity,
- shall be deemed thereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

Quorum

11. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely:

"For the purpose of determining whether a quorum exists for the transaction of the business of the Directors:

- (a) in the case of a resolution of Directors, who would (if attending a meeting) comprise a quorum, and who are in telephonic or audio visual communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the Directors duly convened and held;
- (b) in the case of a meeting of the Directors, in addition to the Directors present at the meeting, any Director in telephonic or audio visual communication with such meeting shall be counted in the quorum and entitled to vote; and
- (c) any person attending a meeting of the board, or in telephonic or audio visual communication with such a meeting, who is both a Director and is acting as an Alternate Director for one or more of the Directors shall for the purpose of the quorum be counted as one for each such person for whom he is acting as an Alternate Director and, if applicable, also be counted as a Director, but not less than two individuals shall constitute a quorum".

Resolutions in Writing

12. Regulation 93 of Table A shall not apply to the Company. A resolution in writing signed or given by all the Directors or Committee members entitled to receive notice of a meeting of Directors or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of the Board duly convened and held either:


- (a) if it consists of an instrument executed by or on behalf of each such Director or committee member; or

- (b) if it consists of several instruments in the like form each either:
- (i) executed by or on behalf of one or more of such Directors or committee members; or
 - (ii) sent by or on behalf of one or more of such Directors or committee members by telex, facsimile transmission or electronic mail and deposited or received at the office or received by the Secretary.

Delegation of Directors' Powers

13. Regulation 72 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Board may delegate any or all of its powers, authorities and discretions under these Articles of Association (irrespective of whether such powers, authorities and discretions are described in these Articles as vesting in or belonging to the Directors or the Board) to any committee consisting of one or more persons (whether or not being Directors).


Subject to the terms of appointment, either the Board or the relevant committee may fix the remuneration of any persons appointed to such committee. Any committee so appointed may be given the power to sub-delegate any or all of its powers and may authorise the members of any such committees to fill any vacancies therein and to act notwithstanding vacancies. The Board may also delegate to any managing director or any director holding any other executive office such of its powers, authorities and discretions as it considers desirable to be exercised by him. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and either collaterally with or to the exclusion of its own powers. Subject to such terms and conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles of Association regulating the proceedings of the Board so far as they are capable of applying. The Board may remove any person so appointed, and may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.



Local Boards and Agents

14. Regulation 71 of Table A shall not apply to the Company. The Board may establish any divisional, departmental, regional or local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons (whether being Directors or not) to be members of such boards or agencies and may appoint by power of attorney or otherwise any such persons as aforesaid to be regional directors, local directors or agents, and may fix the remuneration of any persons so appointed, and may delegate to any such board, agency, regional director, local director or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any such boards or agencies or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such other terms and subject to such other conditions as the Board may think fit, and the Board may remove any person so appointed, and may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

Advisory Directors

15. Where the Board considers that the advice or assistance of any person would from special knowledge or for any other reason be beneficial to the Company the Board may at any time appoint such person to be an Extra or Advisory Director and may at any time revoke any such appointment. Subject to such power of revocation a person appointed an Extra or Advisory Director shall hold such office for such period not exceeding one year from his appointment as the Board shall fix on his appointment, and in default of any period being so fixed then for one year from his appointment. An Extra or Advisory Director vacating such office shall be eligible for re-appointment. The duties and remuneration of an Extra or Advisory Director shall be such as may be agreed between him and the Board. Any person so appointed shall not be a Director of the Company for any of the purposes of these Articles of Association nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board pursuant to such agreement. An Extra or Advisory Director shall not be a member of the Board and shall not be entitled to be present at any meeting of the Board except at the request of the Board, and if present at such request he shall not be entitled to vote thereat.
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Assistant Directors

16. The Board may from time to time appoint any manager or other person in the employment of the Company or of the Company's holding company or of any other subsidiary of the Company's holding company to be an Assistant Director of the Company. Any person so appointed shall not be a Director of the Company for any of the purposes of these Articles of Association nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board. The appointment, removal and remuneration of an Assistant Director shall be determined by the Board. An Assistant Director shall not be entitled to receive notice of or attend at any Board Meeting unless invited to do so by the Board, and he shall not vote on any resolution proposed at a meeting of the Board.

MINUTES

17. Regulation 100 of Table A shall not apply to the Company. The Board shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of proceedings of all meetings of the Board, and of the attendance thereat, and all business transacted at such meetings; and any such minutes relating to any such meeting, if purporting to be signed by the Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

SECRECY

18. Every Director, trustee, manager, auditory member of a committee, officer, agent, or employee of the Company shall be bound (and if required by the Directors shall before entering on his duties execute a declaration or contract pledging himself) to observe strict secrecy respecting all transactions of the Company, or of any holding company of the Company or any subsidiary of any such holding company (including without limitation) transactions with customers and the state of customers' accounts, and all matters relating thereto and not to reveal any matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by a Court of Law or by the third party or parties to whom such matters relate or so far as may be necessary in the conduct of the business of the Company, or of any such holding company or subsidiary, or in order to comply in any other way with any provisions of these Articles of Association.
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SECRETARY

19. Each holder for the time being of the office of Secretary, Deputy Secretary and Assistant Secretary of the ultimate holding company of the Company, and each person appointed for the time being to perform the duties of any such office, whether in place of the holder thereof or under circumstances where there is no holder thereof, shall, for so long as he is such holder or so appointed, be also the Secretary, the Deputy Secretary and Assistant Secretary, respectively, of the Company, unless otherwise determined by the Directors.


NOTICES

20. In Regulation 112 of Table A, the following words shall be inserted at the end of the first sentence, namely:
"or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to be Company for the purpose."
21. In Regulation 115 of Table A, there shall be inserted:
- (a) after the words "prepaid and posted" the following words, namely: "or that a notice was properly sent by telex or facsimile transmission"; and
 - (b) after the words "it was posted", the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

INDEMNITY AND INSURANCE

22. Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary, employee or officer of the Company shall be entitled to be indemnified by the Company, and the Company shall be entitled to purchase and maintain, or contribute to the maintenance of, insurance in favour of any such Director, Auditor, Secretary, employee or officer, against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

THE BOARD

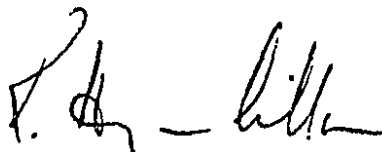
23. In these Articles of Association the expression " the Board" means the Board of Directors for the time being of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present or any of them acting as the Board of Directors of the Company.
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COPY OF A SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL
MEETING OF BARCLAYS NOMINEES (K.W.S.) LIMITED HELD AT JUXON
HOUSE, 94 ST PAUL'S CHURCHYARD, LONDON E.C.4. ON TUESDAY 17TH
JANUARY 1984

IT WAS RESOLVED, as a Special Resolution:-

THAT in accordance with the provisions of Section 12
of the Companies Act 1981, no Auditors be
appointed by the Company in that it is a dormant
Company and meets the other requirements of the
aforesaid section in this regard.

I hereby certify that the
above is a true copy
For BARCLAYS NOMINEES (K.W.S.) LIMITED



CHAIRMAN

DATE