

pany)

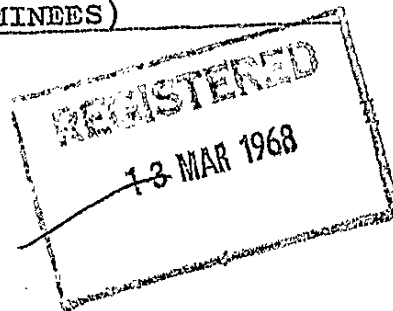
THE COMPANIES ACT, 1948

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.

THE BANK OF NEW YORK (NOMINEES)
LIMITED



Presented by

ALLEN & OVERY,

Document Filer's Reference RDB/RH

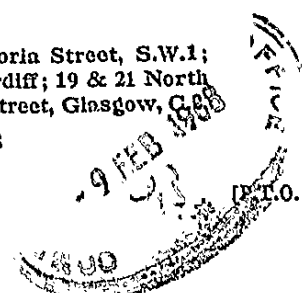
9-12 Cheapside,

London, E.C.2.

Form No. 41
(The filing fee is 5s.)

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;
15 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, 2; and 157 Hope Street, Glasgow, G.6.8

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, THOMAS COLVILL HOLMES LYONS

of 9-12 Cheapside, London, E.C.2.

(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 THE BANK OF NEW YORK (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.

Declared at 150 Cheapside
in the City of London

the 9th day of February,

one thousand nine hundred and sixty-
eight.

Before me,

L. L. M. Thomas

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

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

T. C. H. Lyons

STATEMENT OF THE NOMINAL CAPITAL

OF



THE BANK OF NEW YORK (NOMINEES)

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1893, 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

Allen & Overy

Description Solicitors engaged in the formation

Dated the

9th

day of

February

1968

REGISTERED

13 MAR 1968

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

Document Filer's Reference RDB/RH

Allen & Overy,

9-12 Cheapside,

London, E.C.2.

Form No. 25

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; 15 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, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

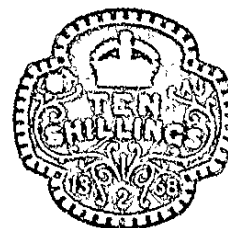
19 FEB 1968



928736 / 3

THE COMPANIES ACT, 1948

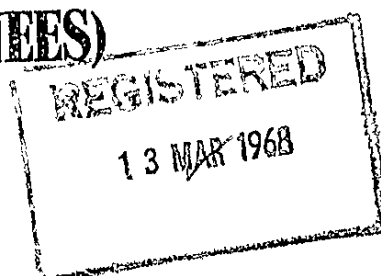
COMPANY LIMITED BY SHARES



Memorandum of Association

OF

THE BANK OF NEW YORK (NOMINEES) LIMITED



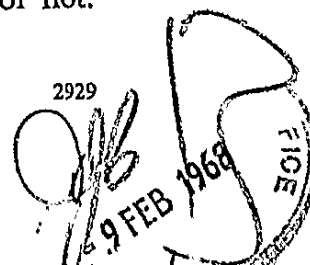
1. The name of the Company is "THE BANK OF NEW YORK (NOMINEES) LIMITED".

2. The Registered Office of the Company will be situate in England. ✓

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

- (1) To act as nominee, agent, attorney or trustee, either solely or jointly with others, for any person or persons, company, firm, corporation, Government, State, dominion, colony, municipality, province, sovereign or public body, commissioners, trust, association, or authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (2) As owner, agent, attorney, nominee or trustee, to acquire, hold, exchange, sell, let, lease or otherwise dispose of, manage, develop, deal with and turn to account any real or personal property of any kind in any part of the world and in particular shares, stocks, debentures, debenture stocks, bonds, obligations and other 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 persons, company, firm, corporation or other body whether incorporated or not.

2929



- (3) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, mortgages, charges, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, obligations, and other securities issued or guaranteed by any Government, State, dominion, colony, municipality, province, sovereign or public body, commissioners, trust, association or authority, supreme, municipal, local or otherwise, whether at home or abroad, and to vary, transpose, dispose of or otherwise deal with from time to time as may be considered expedient any of the Company's investments for the time being.
- (4) To co-ordinate the administration, policies, management, supervision, control, research, planning, trading and any and all other activities of and to act as financial advisers and consultants to any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and to act as directors or managers of or to appoint directors or managers of any company, firm, business, corporation or other body whether incorporated or not or otherwise; undertake or take part in the management, supervision and control of any company, firm, corporation or other body whether incorporated or not, or any business or any part thereof or any land, buildings, houses or other property or properties, wheresoever situate, and of any tenure, and any estate, interest or right therein, including freehold or leasehold ground rents, reversions, mortgages, charges and annuities and to act as advisers and agents of or consultants to any person, company, firm, business, corporation or other body whether incorporated or not.
- X 14 (5) To acquire any shares, stocks, debentures, debenture stocks, bonds and other securities of any kind as aforesaid by subscription, syndicate participation, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (6) To pay for any business or other property or any shares, stocks, securities or rights of any kind acquired by the Company either in cash or shares, with or without any preferred or deferred rights, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (7) To facilitate and encourage the creation, issue or conversion of and to offer for public subscription debentures, debenture stock, bonds, obligations, shares, stocks and securities and to act as trustees in connection with any such securities and to establish or to promote or to concur in establishing or promoting any company, association, undertaking or public or private body.
- (8) To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trusts, and to settle and regulate, and, if thought fit, to undertake and execute any such trusts, and to issue, dispose of or hold any such preferred, deferred, or other special stocks or securities.
- (9) To undertake and execute any trusts and to undertake the office of executor or administrator or trustee or any other office of trust or confidence in any case where the Directors of the Company shall think fit, and to co-operate with executors and trustees in the financial administration of any estate or trust, also to undertake the management of the affairs of any receiver, liquidator, treasurer or auditor and to act as agents or brokers for any company and to keep for any company, authority or body any register relating to any stocks, funds, shares or securities and to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise and to keep any accounts provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers of any kind.
- (10) To transact or carry on all kinds of trust and agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money, to give any advice or assistance with regard to investments and to employ experts to investigate and examine into the condition, prospects, value, character

and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

- (11) To appoint a trustee or trustees to hold any property real or personal on behalf of the Company.
- (12) To perform services of all kinds for any company, firm, corporation, person or persons carrying on, or proposing to carry on, any business within the objects of the Company.
- (13) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (14) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (15) To improve, manage, cultivate, exchange, sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other securities in or obligations of any other company.
- (16) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm,

corporation, person or persons carrying on, or proposing to carry on, any business within the objects of the Company.

- (17) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on, including power at any time, and either temporarily or permanently, to close any such branch or business.
- (18) To give all descriptions of guarantees and indemnities.
- (19) To borrow and raise money in any manner and on any terms.
- (20) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased of the Company, and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (21) To receive money on deposit or loan, to negotiate loans for others, and to act as agents for the loan, payment, transmission, collection and investment of money and for the management of property.
- (22) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments, negotiable or transferable or otherwise.
- (23) To grant donations, gratuities, pensions, allowances, bonuses, benefits or emoluments to any persons (including Directors and other officers) who may be or have been in

the employment or service in any capacity of the Company or of any subsidiary or sub-subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company or the relations, connections or dependants of any such persons, and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees (including Directors holding a salaried employment or office in the Company) or to lend money to the Company's employees (other than Directors) to enable them to purchase shares of the Company or of its holding company, if any.

- (24) To remunerate any company, firm, corporation, person or persons rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (25) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (26) To enter into any arrangements with any governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, corporations, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (27) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (28) To distribute among the members of the Company in specie any property of the Company.
- (29) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate or whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

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, 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 set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>For and on behalf of The Bank of New York International Corporation 48 Wall Street, New York, N.Y. 10015 Limited Company - By D. J. Alcaray, Secretary Duly Authorized</p>	<p>Ninety nine</p>
<p>D. J. Alcaray 147 Leadenhall Street London E.C. 3 Secretary</p>	<p><i>[Signature]</i></p>

DATED this 2nd day of February, 1968.

WITNESS to the above Signatures:—

Name *Mr. J. H. BELACOUR*
Address 147 Leadenhall St.
E.C. 3

Description Bank manager

928736 / 4

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

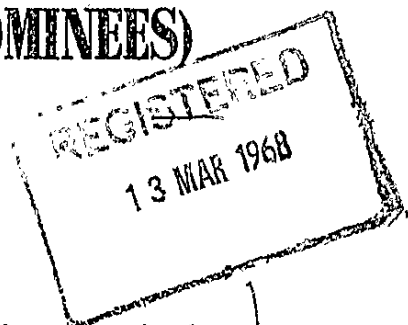


Articles of Association

OF

THE BANK OF NEW YORK (NOMINEES) LIMITED

PRELIMINARY



1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the above-named The Bank of New York (Nominees) Limited (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:—

"1. Regulations 24, 53, 75, 88 to 95 inclusive, 106 to 109 inclusive, 113 and 134 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company shall apply to the Company."

SHARE CAPITAL

3. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued

at a discount, except in accordance with the provisions of Section 57 of the Act. In Regulation 3 of Part I of Table A the words "with the sanction of an Ordinary Resolution" shall be deemed to be deleted.

GENERAL MEETINGS

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies.

6. Regulation 54 of Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

DIRECTORS

7. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

8. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands.

9. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under the Regulations of the Company for the time being vested in the Directors. A Resolution in writing signed or approved by letter or telegram by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Such Resolution may be contained in one document or in several documents in like form, each signed by one or more of the Directors. For the purpose of this Article the signature of an alternate Director (if any) entitled to notice of a meeting of the Directors shall suffice in place of the signature of the Director appointing him.

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

11. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same.

12. The office of a Director shall be vacated ;—

- (A) If he is prohibited from being a Director by reason of any order made under the Act.
- (B) If a receiving order is made against him or he make any arrangement or composition with his creditors.
- (C) If he is found a lunatic or become of unsound mind.
- (D) If he absents himself from attendance at meetings of Directors continuously for a space of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office.
- (E) If by notice in writing to the Company he resigns his office.
- (F) If he is removed by an Ordinary Resolution of the Company in General Meeting in accordance with the relative provisions of these Articles.
- (G) If he is removed pursuant to Article 11.

13. The Directors shall not be subject to retirement by rotation and the last sentence of Regulation 97 of Part I of Table A shall be deemed to be deleted.

14. No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age, nor shall special notice be required of any Resolution appointing or approving the appointment of a Director or any notice be required to state the age of the person to whom such Resolution relates.

ALTERNATE DIRECTORS

15. Each Director shall have the power to nominate any other Director, or with the approval of the majority of the other Directors

any other person, to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards share qualification, if any, and the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration, if any, as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

16. Every instrument appointing an alternate Director shall be in such form as the Directors may determine.

BORROWING POWERS

17. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the Regulation shall be deemed to be deleted.

THE SEAL

18. The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf. Every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

NOTICES

19. Any summons, notice, order or other document to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the

post in a prepaid letter, envelope or wrapper, addressed to the Company, or to such officer at the Registered Office of the Company.

20. Notice of every General Meeting shall be given in any manner in or by these Articles authorised to:—

- (A) every member;
- (B) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (C) every Director; and
- (D) the Auditors for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

In and on behalf of
 The Bank of New York International Corporation
 48 Wall Street, New York, N.Y. 10015
 Limited Company

By D. J. Olcay, Secretary
 Duly Authorized

D. J. Olcay
 147 Leadenhall Street
 London E.C. 3
 Secretary

DATED this 2nd day of February, 1968.

WITNESS to the above Signatures:—

Name *Henri Delacour* S. H. DELACOUR

Address *147 Leadenhall St.*
 E.C. 3

Description *Bank manager.*



CERTIFICATE OF INCORPORATION

No. 928736

I hereby certify that

THE BANK OF NEW YORK (NOMINEES) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **13TH MARCH, 1968.**

Assistant Registrar of Companies

C.173