

Number of
Company

976653/1

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

PORTAL DEVELOPMENTS
LIMITED

checked by

BUSTIN, THOMSON & CO.
CERTIFIED ACCOUNTANTS
114 SOUTH ROAD, WATERLOO
LIVERPOOL, 21, LANCE.

Presenter's Reference

0-8, 1963

0-8, 1963

LONDON, E.C.4

20/10/63
23

Form No. 41
(No filing fee payable)

I, CHRISTOPHER JOHN BROWN

of 26, CROW LANE WEST, NEWTON HE WILKINS LANE

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) A PERSON NAMED

IN THE ARTICLES OF ASSOCIATION AS A DIRECTOR

of PORTAL DEVELOPMENTS

20 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

Warrington

Lancashire

the

10th

day of

March

one thousand nine hundred and Seventy.

Before me,

C. J. Brown

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.

STATEMENT OF THE NOMINAL CAPITAL

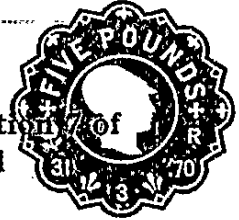
OF

Portm Development



LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 17 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 £ 3000

Signature *Christopher John Brown*

Description *DIRECTOR*

Dated the *24th* day of *February* 19*70*

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

BUSTIN, THOMSON & CO.
CERTIFIED ACCOUNTANTS
114 SOUTH ROAD, WATERLOO
LIVERPOOL, 22, LANCs.

Presentor's Reference.....

BOWEN & COURT LTD.

8-0, EAST HARDING STREET,

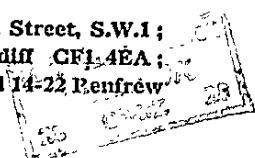
LONDON, E.C.4.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

1-192 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, CF1 4EA;
29 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew
Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



The Companies Acts, 1948 to 1967.



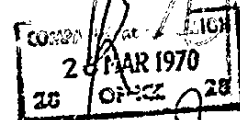
COMPANY LIMITED BY SHARES

Memorandum of Association OF Portal Developments Limited.



976653/3

1. The name of the Company is "PORTAL DEVELOPMENTS LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (A) To purchase, take on lease, or in exchange, or otherwise acquire and hold any lands or interests therein or connected therewith, and buildings wherever situate, or rights or to manage, farm or let the same or any part thereof for any period, and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof as a building estate; and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof.
 - (B) To carry on the trades or businesses of builders bricklayers, stonemasons, house-breakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, french polishers, paperhangers, sanitary engineers, construction engineers, plumbers, joiners, carpenters, engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning conductor erectors and maintainers, garage proprietors, carriers, cartage contractors, plant hire contractors and contractors generally.
 - (C) To manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime, cement, plaster, sand, gravel, timber, steel, iron, metals and alloys generally, paints, enamels, polishes, lacquers, colours, distempers, papers, builders' and decorators' requisites of every description, cables, ropes, wires, electrical, fittings and building and construction plant of every description.



- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks, or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.

- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.
- (K) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commission to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (M) To remunerate any person, firm or company rendering services to this Company, whether 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.
- (N) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Q) To procure the Company to be registered or recognised in any country or place abroad.
- (R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (t) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared 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 incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause, of this clause, shall, except when otherwise expressed in such sub-clause, be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £ 3000 divided into 3000 Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

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. (in words)
Roy Foster 60 Queens Drive Liverpool 4 Company Director	ONE
Christopher John Brown 26 Crown Lane West Newton & Wilson Surveyors and Valuers	one
John Briggs 51 Woodford Rd Liverpool L14 2J5 Store Manager	one

Dated this 24th day of February 1970
Witness to the above Signatures—

W. A. H. H. H.
114 South Road
WARRINGTON
LIVERPOOL L22 3N 6

(Clerical Accountant)

876653/4

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES



Articles of Association OF Portal Developments Limited.

1. In these Articles the expression "Table A" shall mean Table "A" in the First Schedule to the Companies Act 1948 as modified by the provisions of Section 14(8)(c) of, and Part III of the Eighth Schedule to, the Companies Act 1967.

2. Subject as hereinafter provided, the Regulations contained in Parts I and II of Table "A" shall apply to this Company.

3. Regulations 11, 24, 53, 75, 76, 77, 79, 84, 88, 99 and 113 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Table "A" subject to the modifications hereinafter expressed, and the Articles hereinafter contained, shall be the Regulations of the Company.

SHARES.

4. In Regulation 3 of Part I of Table "A" the words "with the sanction of an Ordinary Resolution" shall be deleted.

5. The powers of the Company under Regulation 6 of Part I of Table "A" may be exercised by the Directors on behalf of the Company, and in that Regulation the figure "5" shall be substituted for the figure "10."

LIEN.

6. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such shares.

TRANSFER OF SHARES.

7. Any member (hereinafter called "the Vendor") who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

8. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

9. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division so far as required by the circumstances to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number stated by him as aforesaid.

10. Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to complete the transfer or transfers within fourteen days after being called upon to do so the Chairman of the Board for the time being, or failing him another Director nominated for that purpose by resolution of the Board, shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the Purchasers and to receive the purchase price on his behalf.

11. In the case of all or any of the said shares not being sold under the above provisions, the Vendor shall be entitled, subject to Regulation 3 of Part II of Table "A", at any time within six calendar months after the date of the notice given by the Vendor to the Board of his intention to sell, to transfer the shares not sold to any person at any price.

GENERAL MEETINGS.

12. The words "one member" shall be substituted for "two members" in Regulation 49 of Part I of Table "A".

13. In Regulation 54 of Part I of Table "A", all the words after the word "determine" shall be deleted.

14. A poll may be demanded by two members present in person or by proxy and Regulation 58 (B) of Part I of Table "A" shall be modified accordingly.

15. In Regulation 5 of Part II of Table "A" the words "as an ordinary resolution" shall be inserted after the word "passed".

DIRECTORS.

16. The number of the Directors shall be not less than two nor more than seven. The Company in general meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.

17. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

18. A resolution in writing signed by all the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

19. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

20. The first Directors shall be John Brighthouse, Roy Foster and Christopher John Brown.

21. Without prejudice to the power of removal contained in Section 184 of the Companies Act, 1948, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

BORROWING POWERS.

22. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures, or obligations to be redeemed or transferred as they may think fit.

SEAL.

23. The Directors may affix the Common Seal to any document provided that such document be also signed by two Directors, or by one Director and the Secretary, or by one Director and such other person as the Directors may appoint for the purpose.

DISQUALIFICATION OF DIRECTORS.

24. The office of Director shall be vacated if the Director:-
- (A) Resigns his office by notice in writing to the Company; or
 - (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
 - (C) Is found lunatic or becomes of unsound mind; or
 - (D) Ceases to hold his qualification or does not obtain the same within two calendar months from the date of his appointment; or
 - (E) Is prohibited from being a Director by an order made under Section 188 of the Companies Act, 1948.

POWERS AND DUTIES OF DIRECTORS

25. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

26. The Company shall not make any loan to any person who is its Director or a Director of its holding Company (if any) or enter into any guarantee or provide any security in connection with any loan made to any such person as aforesaid by any other person, but nothing in this Article shall prevent or otherwise apply to any such transaction as is referred to in provisos (b) and (d) to sub-section (1) of Section 190 of the Companies Act 1948 or any such transaction as is referred to in proviso (c) to the said sub-section (1) where the requirements of sub-section (2) of the said Section 190 are satisfied in relation to such transaction.

27. The Directors shall ensure that any report by them which by Section 157 (1) of the Companies Act 1948 is required to be attached to any balance sheet of the Company shall contain the matters required to be contained therein by Sections 16 to 22 (inclusive) of the Companies Act 1967, and Regulation 126 of Part I of Table "A" shall take effect accordingly.

NOTICES.

28. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly.

ALTERNATE DIRECTORS.

29. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification or be entitled to any remuneration and he shall *ipso facto* vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or removes the appointee from office, and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

SECRETARY

30. The first Secretary of the Company shall be Christopher John Brown.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

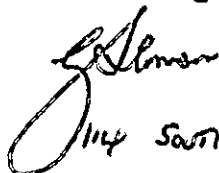
Roy Fute 60 Queens Drive Liverpool &
 Company Director

Christopher John Brown, 26 Crow Lane West
 Newton le Willows, Supervisor & Valuer

John Brighthouse
 51 Woodford Rd
 Liverpool L14 2JS
 Store Manager.

Dated this 26th day of February 1970

Witness to the above Signatures:—


 John Smith

WATDA LEO

LIVERPOOL L 22 0116

(CHARTERD ACCOUNTANT)



CERTIFICATE OF INCORPORATION

No. 976653

I hereby certify that

PORTAL DEVELOPMENTS LIMITED

is this day incorporated under the Companies Acts 1943 to 1967 and that the Company is Limited.

Given under my hand at London the 9th April, 1970.

A handwritten signature in dark ink, appearing to read 'F. L. Knight'.

(F. L. KNIGHT)

Assistant Registrar of Companies

Number of
Company

976653 / 8

THE COMPANIES ACTS 1948 to 1967

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
Name of
the Company

PORTAL DEVELOPMENTS LIMITED

Section 110 of the Companies Act 1948 provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection 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 this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presenter's Reference 842/P

WILSON HENRY & COMPANY,

88 RUMFORD PLACE,

LIVERPOOL L3 9DE

Form No. 103
(No filing fee payable)

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

PARTIAL DEVELOPMENTS LIMITED
hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act 1948, that the register of members of the Company
is kept at 83 RUNCORN PLACE,
LIVERPOOL L3 9DR

Signature

(State whether
Director or Secretary)

Boris Murphy
Secretary

Dated the 21st day of FEBRUARY 1971.

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

THE COMPANIES ACTS, 1948 AND 1967

COMPANY LIMITED BY SHARES

Special Resolution


OF

PORTAL DEVELOPMENTS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above-named Company duly convened and held at the registered address of the Company on the 28th day of February 1972 the following SPECIAL RESOLUTION was duly passed:

"THAT the Share Capital of the Company be increased to £50,000 by the creation of 47,000 new Shares of £1 each, such shares to rank pari passu in all respects with the existing 3,000 shares of the Company."

(Signed):


JOHN LEIGH
Chairman

No. of Company

976653

13

THE COMPANIES ACTS 1948 TO 1967

Notice and Statement of increase in nominal capital

of the Registrar of Companies

PORTAL DEVELOPMENTS

Limited*

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary
extraordinary/special* resolution of the company dated the 28th February 1972

the nominal capital of the company has been increased by the addition thereto of a sum of
£ 47000 beyond the registered capital of £ 3000 The additional
capital is divided as follows:-

Number of shares

Class of share

Nominal amount of each share

47000

Ordinary

£1

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the
new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

The new shares to rank pari passu in all respects with
the existing shares

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. A letter stating that a claim for relief of companies capital duty has been or will
be made pursuant to Section 55 of the Finance Act, 1975

Signed

State whether Director or Secretary

Date

* Delete as necessary

Presented by:

Presenter's reference:

REICHMANN & WING LTD.
Company Registration Specialists
124 Great Cambridge Road,
London, N.17

Form No. 10/00
(See notes overleaf)

No. of Company 976653 / 27**THE COMPANIES ACTS 1948 to 1967****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable**PORTAL DEVELOPMENTS LIMITED**†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a† Ordinary Resolution of the Company dated the
16th day of March 19 75 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 5,000
beyond the registered capital of £ 50,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
5,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

The same as those affecting the existing Ordinary Shares

Signature

State whether Director
or Secretary

Secretary

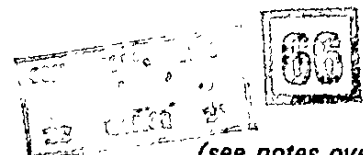
Dated the 16th day of March 19 75

Presented by

Presentor's Reference B/0/2771**BULLIVANT & COMPANY**

STATE HOUSE, 22 DALE STREET,

LIVERPOOL L2 4UR



(see notes overleaf)

RESOLUTIONS OF PORTAL DEVELOPMENTS LIMITED

At an Extraordinary General Meeting of the above named Company held at State House, 22 Dale Street, Liverpool on Friday the 16th day of March 1975 the following Resolutions were duly passed as to Resolutions numbered 1 and 2 as Ordinary Resolutions and as to Resolution numbered 3 as a Special Resolution

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £50,000 to £55,000 by the creation of 5,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company
2. That the Directors be and they are hereby authorised to grant to Industrial and Commercial Finance Corporation Limited an option to subscribe for 5,000 Ordinary Shares of £1 each in the capital of the Company representing approximately 9.1% of the total issued equity share capital of the Company after such issue, in accordance with the terms of the draft Deed of Variation now produced to the Meeting and initialed by the Chairman for the purpose of identification.

SPECIAL RESOLUTION

3. That the Articles of Association of the Company be amended in the following manner:-
 - (A) By deleting Articles 5 (A) and 5 (B) and substituting therefor the following new Articles 5 (A) and 5 (B) :-

"5 (A) Notwithstanding any other provisions of these Articles, if the Directors shall determine to make an issue of any shares forming part of the equity share capital of the Company they shall be bound to offer for subscription to Industrial and

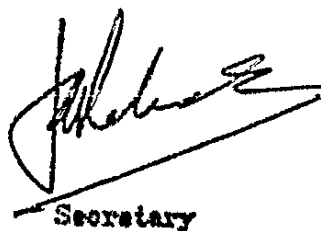
Commercial Finance Corporation Limited (in these Articles referred to as 'I.C.F.C.') and to any holding subsidiary or associated Company of I.C.F.C. for the time being holding shares in the capital of the Company such a proportion of the shares which the Directors determine to issue as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by I.C.F.C. or such holding subsidiary or associated company of I.C.F.C. (as the case may be) bears to the total issued equity share capital of the Company and such offer to I.C.F.C. and any such holding subsidiary or associated company of I.C.F.C. (as the case may be) shall be made on the like terms and conditions as to payment and otherwise as the issue of the remainder of such shares and so that such shares shall at the request of I.C.F.C. be registered in the name or names of I.C.F.C. or one or more holding subsidiary or associated companies of I.C.F.C."

"5 (B) Notwithstanding any other provisions of these Articles a transfer of shares in the Company or any such shares from time to time held by I.C.F.C. or by any holding subsidiary or association company of I.C.F.C. may be made from time to time between I.C.F.C. and any holding subsidiary or associated company of I.C.F.C. or from one such holding subsidiary or associated company to another without restriction as to price or otherwise."

(B) By redesignating Article 29 as Article 29 (A) and inserting immediately thereafter the following new Article 29 (B) :-
" 29 (B) I.C.F.C. shall be entitled from time to time to appoint as a Director of the Company any person (herein referred to as a "Special Director") approved by the Directors of the Company (whose approval shall not be unreasonably withheld) and to remove from office any person so appointed and (subject to such approval) to appoint another person in his place.

A Special Director shall not be required to hold any share qualification nor be subject to retirement by rotation. The remuneration to be paid to a Special Director shall be payable by the Company and shall be such sum as may be agreed between him and the Company or failing agreement such reasonable sum as shall be fixed by I.C.F.C."

BY ORDER OF THE BOARD



Secretary

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
(Pursuant to s.141(2) of the Companies Act 1948)
of

PORTAL DEVELOPMENTS LIMITED

(Passed 25th March, 1974)

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above-named Company duly convened and held at Cotton Exchange, Old Hall Street Liverpool on the 25th day of March, 1974, the subjoined SPECIAL RESOLUTIONS were duly passed, viz:-

RESOLUTIONS

1. "THAT 4,583 of the Ordinary Shares in the capital of the Company numbered 25168 to 29750 presently registered in the name of Colin Joseph Murphy 3,750 Ordinary Shares numbered 43751 to 47500 presently registered in the name of Alan Hopley and 1,667 Ordinary Shares numbered 6101 to 7767 presently registered in the name of John Leigh be converted into and be redesignated as 10,000 Cumulative Convertible Preferred Ordinary Shares of £1 each having such rights attached thereto as are set out in the Articles of Association of the Company as amended by the Resolution numbered 2 below."
2. "THAT the Articles of Association of the Company be and they are hereby amended as follows:-
 - i. By adding the numbers '3' and '69' to Article 3 as being Regulations of Table A which shall not apply to the Company.
 - ii. By deleting Articles 4 and 5 and substituting therefor the following new Articles 4 and 5
'4. The Share Capital of the Company at the date of the adoption of this Article is £50,000 divided into 10,000 Cumulative Convertible Preferred Ordinary Shares of £1 each (in these Articles referred to as 'the Preferred Ordinary Shares') and 40,000 Ordinary Shares of £1 each of which all the Preferred Ordinary Shares and all the Ordinary Shares are issued and are fully paid or credited as fully paid. The rights attaching to the said respective classes of shares shall be as follows:-
 - (A) As regards income
The profits which the Company may determine to distribute in respect of any financial year shall be applied in the first place in paying to the holders of the Preferred Ordinary Shares a fixed cumulative preferential dividend for such year of 126 pence per annum on each such share held by them respectively and to be payable half yearly on the 30th day of April and the 31st day of October in every year the first payment to be made on the 30th day of April, 1974 next and to be in respect of the period from the date hereof up to the said 30th day of April, 1974; next and subject thereto in paying to the holders of the Ordinary Shares a dividend for



Verified
1. 10. 74

such year of up to 126 pence per annum on each such share held by them respectively; and subject thereto the balance of the said profits shall be distributed amongst the holders of the Preferred Ordinary Shares and Ordinary Shares (pari passu as if the same constituted one class of share) according to the amounts paid up or credited as paid up on the Preferred Ordinary Shares and Ordinary Shares held by the m respectively

(B) As regards capital

- (i) On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the Preferred Ordinary Shares (or, if at the relevant date (as hereinafter defined) the Preferred Ordinary Shares shall pursuant to paragraph (C) of this Article have been converted into 'A' Ordinary Shares, of the 'A' Ordinary Shares) the sum of £15 per share together with a sum equal to any arrears deficiency or accruals of the fixed cumulative dividend on the Preferred Ordinary Shares to be calculated down to the date of the return of capital and to be payable irrespective of whether such dividend has been declared or earned or not; next and subject thereto in paying to the holders of the Ordinary Shares the sum of £15 per share; next and subject thereto

- (a) If at the relevant date there shall be any 'B' Ordinary Shares in issue then in repaying to the holders of such 'B' Ordinary Shares the amounts paid up or credited as paid up thereon or

- (b) If at the relevant date there shall be no 'B' Ordinary Shares in issue, then in distributing amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively either an aggregate sum equal to the prescribed amount (as defined in sub-paragraph (v) of paragraph (C) of this Article), or, if at the relevant date the Preferred Ordinary Shares shall remain unconverted, an aggregate sum equal to what would be the prescribed amount if they had been converted on the relevant date and any arrears deficiency or accruals of the fixed cumulative dividend thereon down to the date of the return of capital had been paid prior to the relevant date;

and the balance of such assets shall belong to and be distributed amongst the holders of the Preferred Ordinary Shares (or 'A' Ordinary Shares as the case may be) and Ordinary Shares (pari passu as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up on the Preferred Ordinary Shares (or 'A' Ordinary Shares as the case may be) and Ordinary Shares held by them respectively.

- (ii) For the purpose of this Article the 'relevant date' shall mean the date of the commencement of the winding-up or, in the case of a reduction of capital, the date of the passing of the resolution for such reduction of capital.
 - (iii) Notwithstanding anything in these Articles contained, for all purposes of these Articles relating to the payment of dividends all the Ordinary Shares shall be deemed to have been issued and fully paid on but not before the date of the creation of the Preferred Ordinary Shares and all dividends shall be paid accordingly
- (C) As regards conversion
- The holders of the Preferred Ordinary Shares shall be entitled at any time to convert the whole but not a part only of the Preferred Ordinary Shares into 'A' Ordinary Shares and the following provisions shall have effect:-
- (i) Such conversion shall be effected either by notice in writing signed by the holder or holders of the majority of the Preferred Ordinary Shares given to the Company or by an Ordinary Resolution passed at a separate meeting of the holders of the Preferred Ordinary Shares which meeting shall be convened by the Directors forthwith upon the request in writing of any holder of such shares
 - (ii) Conversion of the Preferred Ordinary Shares into 'A' Ordinary Shares shall take effect immediately upon the date of delivery of such notice to the Company or (as the case may be) upon the date on which such resolution is passed (hereinafter called 'the date of conversion')
 - (iii) Forthwith after the date of conversion the holders of the 'A' Ordinary Shares shall send to the Company the certificates in respect of their respective holdings of Preferred Ordinary Shares and the Company shall issue to such holders respectively certificates for the 'A' Ordinary Shares resulting from the conversion
 - (iv) The 'A' Ordinary Shares resulting from the conversion shall for purposes of dividend and voting rank pari passu with the Ordinary Shares as if the same constituted one class of share and in particular shall rank for the full amount of all dividends on the Ordinary Shares declared or paid after the date of conversion and without making any allowance for any dividends which may have been declared or paid on the Preferred Ordinary Shares prior to the date of conversion and shall rank for capital as provided in paragraph (B) of this Article. The 'A' Ordinary Shares shall confer on the holders thereof the special rights conferred by sub-paragraph (vii) of this paragraph (C) but they shall not confer on the holders thereof any of the rights conferred on the holders of

Ordinary Shares or impose on the holders thereof any of the obligations imposed on the holders of 'B' Ordinary Shares by paragraphs (v) and (vii) respectively of this paragraph (C)

- (v) Subject to any governmental consent which may be required to the capitalisation hereinafter mentioned, the Directors shall cause a General Meeting of the Company to be convened and held within three months after the date of conversion (or within one month of obtaining such consent, if required) for the purpose of

(a) increasing the capital of the Company by such amount divided into 'B' Ordinary Shares of £1 each as may be requisite and

(b) capitalising from the sums standing to the credit of reserves and/or Profit and Loss Account at the date of the notice convening such meeting the prescribed amount as hereinafter defined and applying the amount so capitalised in paying up in full unissued 'B' Ordinary Shares of £1 each of the Company to be issued credited as fully paid to the holders immediately prior to the date of conversion of the Ordinary Shares in the proportions in which they would have been entitled thereto if such capitalisation were being effected pursuant to Regulation 128 of Table 'A' the provisions of which Regulation shall *mutatis mutandis* apply

The prescribed amount shall be calculated in manner following:-

From a sum equal to the total of the amounts of cash actually received or due to be received from the Company by the holders of the Preferred Ordinary Shares by way of dividends or other distributions declared or paid in respect of each £1 of Preferred Ordinary Share capital during the period from the date of the creation of the Preferred Ordinary Shares to the date of conversion there shall be deducted a sum equal to the total of the amounts of cash actually received or due to be received from the Company by the holders of the Ordinary Shares by way of dividends or other distributions declared or paid in respect of each £1 of Ordinary Share capital during the like period. The amount of the difference shall be multiplied by a number equal to the number of pounds of the paid up

Ordinary Share capital immediately prior to the date of conversion and the prescribed amount shall be a sum equal to the resultant sum taken to the nearest £1

- (vi) The 'B' Ordinary Shares issued pursuant to paragraph (v) of this paragraph (C) shall for purposes of dividend and voting rank pari passu with the 'A' Ordinary Shares and Ordinary Shares as if the same constituted one class of share and in particular shall (notwithstanding anything contained in any other of these Articles) rank for the full amount of all dividends on the Ordinary Shares declared or paid after the date of the issue of the 'B' Ordinary Shares and shall rank for capital as provided in paragraph (B) of this Article. The 'B' Ordinary Shares shall impose on the holders thereof the obligations expressed to be imposed by paragraph (vii) of this paragraph (C), but shall not confer on the holders thereof any of the rights thereby conferred on the holders of the 'A' Ordinary Shares.
- (vii) Conditionally upon the issue of 'B' Ordinary Shares pursuant to paragraph (v) of this paragraph (C) each holder of 'A' Ordinary Shares shall have the right to be exercised by notice in writing signed by him or on his behalf and served on the Company within two months after the date of such issue (any such holder exercising such right being hereinafter referred to as a 'Purchaser') to purchase at par free of Stamp from the holders as at the date of the giving of such notice of the 'B' Ordinary Shares (including any Purchaser who is such a holder) the prescribed number of 'B' Ordinary Shares. The prescribed number of 'B' Ordinary Shares shall as regards each Purchaser be that proportion of the total number of issued 'B' Ordinary Shares which the number of 'A' Ordinary Shares held by such Purchaser bears to the total number of Preferred Ordinary and Ordinary Shares in the equity share capital of the Company in issue immediately prior to the date of conversion. In the event of any such notice being given the Company shall at the expiration of such two months give notice in writing to the holders of 'B' Ordinary Shares (including any Purchaser who is such a holder) requiring them to make available in such proportions as they shall mutually agree or, failing notification in writing to the Company of such agreement within seven days of the giving of such last

in which they hold 'B' Ordinary Shares the number of 'B' Ordinary Shares which in the aggregate the Purchasers are entitled to purchase. The 'B' Ordinary Shares so made available shall be allocated to the Purchasers (including any such Purchaser who is a holder of 'B' Ordinary Shares) in the proportions in which they hold 'A' Ordinary Shares or in such other proportions as they may direct and so that each holder of 'B' Ordinary Shares against payment of the purchase money shall be bound to transfer 'B' Ordinary Shares to give effect to such allocation; provided always that where a Purchaser (being entitled to an allocation of 'B' Ordinary Shares) is bound as a holder of 'B' Ordinary Shares to make 'B' Ordinary Shares available under the foregoing provisions the same shall be retained by him towards satisfaction of his allocation to the intent that:-

- (a) only the excess of the number of shares so to be made available by him over the number of shares allocated to him shall fall to be sold and transferred by him and
- (b) only the excess of the number of shares allocated to him over the number of shares so to be made available by him shall fall to be sold and transferred to him

Completion shall take place at the Registered Office of the Company on the fourteenth working day following the date of the giving of such notice by the Company. A holder of 'B' Ordinary Shares may at his option but at no additional cost to the Purchaser elect to deliver Ordinary Shares in the place of 'B' Ordinary Shares. If any holder of 'B' Ordinary Shares after having become bound to transfer any shares to a Purchaser makes default in transferring the shares the Directors may authorise any person to execute on behalf of and as attorney for a holder any necessary transfers and may receive the purchase money and upon such transfers being executed by the Purchaser the Directors may register the same and may issue to the Purchaser a certificate for the shares and thereupon the Purchaser shall become indefeasibly entitled thereto. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser and the Company shall hold the purchase money in trust for such holder of 'B' Ordinary Shares.

(viii)

Notwithstanding anything in these Articles contained the Directors shall not without the prior consent of the holders of the 'A' Ordinary Shares given in accordance with the provisions of

Article 5(C) hereof declare or pay any dividend on the 'B' Ordinary Shares until the expiration of three months from the date of issue thereof

- (ix) In the event of a winding-up of the Company the foregoing requirements of this Article, so far as not already complied with, shall cease to have effect after the commencement of such winding-up and the rights of the holders of the 'A' Ordinary Shares, the 'B' Ordinary Shares (if any) and the Ordinary Shares in existence at the date of such commencement shall be governed by the provisions of paragraph (B) of this Article
- (x) (a) If the prescribed amount as defined in sub-paragraph (v) of this paragraph (C) is nil, then from and after the date of conversion as defined in sub-paragraph (ii) of this paragraph (C); or
- (b) if any holder or holders of 'A' Ordinary Shares shall exercise the rights conferred by sub-paragraph (vii) of this paragraph (C) then from and after the registration of all transfers of shares purchased pursuant thereto; or
- (c) if no such holder exercises such rights within the period thereby prescribed, then from and after the expiration of such period the 'A' Ordinary and 'B' Ordinary Shares shall respectively be converted into and called and known as Ordinary Shares ranking pari passu in all respects with the remaining Ordinary Shares in the capital of the Company'

'5(A) Notwithstanding any other provisions of these Articles, if the Directors shall determine to make an issue of any shares forming part of the equity share capital of the Company they shall be bound to offer for subscription to Industrial and Commercial Finance Corporation Limited (in these Articles referred to as 'ICFC') such a proportion of the shares which the Directors determine to issue as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by ICFC bears to the total issued equity share capital of the Company and such offer to ICFC shall be made on the like terms and conditions as to payment and otherwise as the issue of the remainder of such shares

5(B) Notwithstanding any other provisions of these Articles a transfer of shares in the Company or any such shares from time to time held by ICFC or by any subsidiary of ICFC may be made from time to time between ICFC and any subsidiary of ICFC or from one such subsidiary to another without restriction as to price or otherwise

5(C) Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the

holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively Provided that, without prejudice to the generality of this Article, the special rights attached to the Preferred Ordinary Shares shall be deemed to be varied:-

- (i) by any alteration or increase or reduction of the authorised or issued capital of the Company, or by any variation of any of the rights attached to any of the shares for the time being in the capital of the Company; or
- (ii) by the sale of the undertaking of the Company or any substantial part thereof or by the sale by any subsidiary of the Company (otherwise than to the Company or a wholly-owned subsidiary of the Company) of the whole or any substantial part of its undertaking; or
- (iii) any disposal or issue (otherwise than to the Company or its wholly-owned subsidiaries) of any issued or unissued share capital of any of the subsidiaries of the Company, or
- (iv) by the application by way of capitalisation of any sum in or towards paying up any debentures or debenture stock (whether secured or unsecured) of the Company'

III By redesignating Article 14 as Article 14(A) and by inserting after Article 14(A) the following new Article 14(B):-

'14(B) Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy or (being a corporation) is present by a representative shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder:-

Provided that the Preferred Ordinary Shares shall entitle the holders thereof to receive notice of all General Meetings but shall not entitle the holders to attend or vote at any General Meeting unless at the date of the notice or requisition to convene the meeting the fixed cumulative dividend on the Preferred Ordinary Shares is six months in arrear and so that for this purpose such dividend on the Preferred Ordinary Shares shall be deemed to be payable half-yearly on the 30th day of April and the 31st day of October in every year'

3. "THAT the Preferred Ordinary Shares in the capital of the Company may be transferred to and into the name of Industrial

and Commercial Finance Corporation Limited of 7 Copthall Avenue
in the City of London and that Articles 7 to 11 (inclusive) of
the Articles of Association of the Company shall not apply to such
transfer but shall otherwise continue in full force and effect!

.....
CHAIRMAN

NO. OF COMPANY.....976653.....

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).

To the REGISTRAR OF COMPANIES.

PORTAL DEVELOPMENTS.....LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the
Companies Act, 1948, that the Register of Members of the Company is kept at

123 INDIA BUILDINGS, WATER STREET

LIVERPOOL, L2 0SA

(Signature).....

OPusula

(State whether Director or Secretary).....

Secretary

DATED the.....16th.....day of.....August.....1979.....

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of
the incorporation of the Company or of the change, as the case may be.

Cat. No. C.F. 103

JORDAN & SONS LIMITED

International Law Agents, Consultants and Publishers

82 City Road London EC1Y 2BX

Telephone: 01-253 6214 Telex No. 261010

Presented by

Portal Developments Ltd.

Document Filer's Reference..

This margin to be reserved for binding.

976653

164

number of company
form No. 27

THE COMPANIES ACTS 1948 TO 1980
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of

Portal Developments

Limited

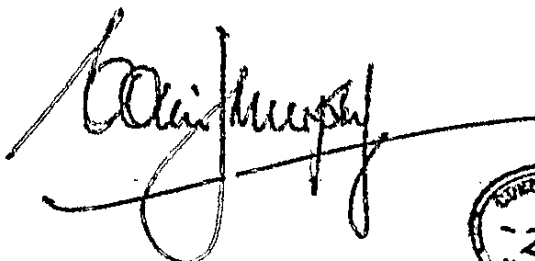
Passed the 30th day of April 1982

At an Extraordinary General Meeting of the above-named Company, duly convened
and held at State House, 22 Dale Street, Liverpool L2 4UR

on the 30th day of April 1982,

the following ORDINARY RESOLUTION(S) was/were duly passed:—

That Messrs. Arthur Young McClelland Moores & Co. be appointed
auditors in place of Messrs. Wilson de Zouche & Mackenzie with
immediate effect.



NOTES

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd for that purpose



Jordan & Sons Limited

Legal and Information Services, Printers and Publishers

Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030

Telex 261010

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

976653

Name of company

*

PORTAL DEVELOPMENTS LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3	1	1	2
---	---	---	---

† Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][~~extended~~][†] and [~~is to be treated as having come to an end~~][will come to an end][†] on

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][~~holding company~~][†] of TILBURY GROUP PUBLIC LIMITED COMPANY

, company number 88456the accounting reference date of which is 31ST DECEMBER

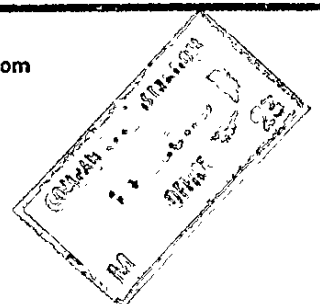
Signed

[Director][~~Secretary~~][†] Date 30/11/87

Presenter's name, address and reference (if any):
Tilbury Developments Ltd.,
Jubilee House,
Cyprus Road,
BURGESS HILL,
West Sussex RH15 8DX

For official Use
General Section

Post room



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

Pursuant to Section 378

of

PORTAL DEVELOPMENTS LIMITED

Passed 21st December 1987

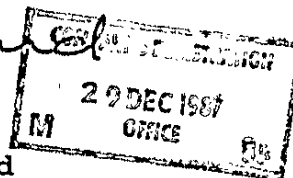
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Tilbury House, Rusper Road, Horsham, West Sussex, RH12 4BB on the Twenty-first day of December 1987 the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to
TILBURY DEVELOPMENTS LIMITED"

C. Brand

C. Brand

Chairman of Meeting



NO
£160 x 4
003866

122046
WILDMAN & BATTELL LTD.,
BRIDGE HOUSE,
181 QUEEN VICTORIA STREET,
LONDON, EC4V 4DD
Tel: 248 2337

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 976653

I hereby certify that

PORTAL DEVELOPMENTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TILBURY DEVELOPMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 15 JANUARY 1988

A handwritten signature in ink, appearing to be 'J. H. Jones'.

an authorised officer