

No. of Company 980694

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

LOMBARD NATWEST COMMERCIAL SERVICES LIMITED

In accordance with Regulation 53 of Table A 1985, as adopted by the Company's Articles of Association, we the undersigned, being the members of the above named Company for the time being, hereby RESOLVE, as a Special Resolution:

THAT the Memorandum of Association of the Company be amended as follows:

SPECIAL RESOLUTION

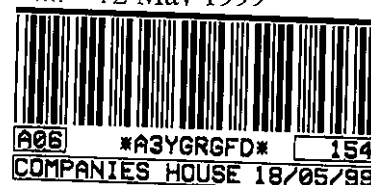
THAT following Clause 3 (s) the following Clause is to be inserted and identified as Clause 3 (t);

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

Dated this 12 day of May 1999.

..... *Derek Harris* 12 May 1999
For and on behalf of Lombard North Central PLC

..... *Derek Harris* 12 May 1999
For and on behalf of Lombard (Nominees) Limited



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PRIVATE COMPANY LIMITED BY SHARES

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For and on behalf of Lombard North Central PLC

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For and on behalf of Lombard (Nominees) Limited



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COMPANY LIMITED BY SHARES
—

Memorandum of Association

(As amended by Special Resolutions passed on 25th day of January 1999 and 12 May 1999
OF

LOMBARD NATWEST COMMERCIAL SERVICES LIMITED

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1. The name of the Company is "Lombard NatWest Commercial Services Limited".
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are :-
 - (A) (1) To acquire by assignment or otherwise debts due and owing to persons, firms or companies and to collect such debts and to carry on the business of discounting, negotiating, buying and selling and dealing in bills of exchange, promissory notes, choses in action and other securities or instruments and to act as merchant bankers and to purchase, exchange, sell or otherwise deal in property and assets of any kind and any interest therein whether in possession or reversion, absolute or contingent and to advance or lend money or finance stock on such terms as may seem expedient.
 - (2) To act as business and financial advisers and to undertake the reorganisation of any business on such terms as may be thought fit and to undertake and render accountancy and secretarial services of any kind for any business and to do any act or thing for professional or business men or others upon such terms as may be thought fit.
 - (3) To carry on any or all of the foregoing businesses either in England or in any other part of the world and for such purpose to establish branch offices or subsidiary or associated companies in any place or country as the Company shall think fit.



- (B) To receive moneys on deposit account, current account or otherwise with or without allowance of interest and to receive on deposit title deeds or other securities and to undertake in any way the repayment of money lent or advanced to or of liabilities incurred by any person or company and otherwise to assist any person or company as the Company may approve.
- (C) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (D) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (E) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions, and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (F) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (G) To invest and deal with moneys of the Company not immediately required for the purpose of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (H) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (I) To sell the whole or any part of the undertaking

of the Company for cash, shares, debentures or any other consideration.

- (J) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration, any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (K) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (L) To draw, make, endorse, accept, discount, and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (M) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company, and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (N) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (O) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (P) To promote the Company's interests by advertising its services in any manner and in particular to give prizes or gifts to customers or potential customers, and to promote or take part in competitions, displays and exhibitions.
- (Q) To distribute all or any of the assets of the

Company in specie between the members of the Company in accordance with their rights.

- (R) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (S) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.
- (T) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

On 31st January 1974 the share capital of the Company was increased to £2,500,000 by the creation of £2,250,000 shares of £1 each.

5. The share capital of the Company is £2,500,000 divided into 2,500,000 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 of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>GEOFFREY W. HARDING, Drapers Gardens, 12, Throgmorton Avenue, London, E.C.2. Solicitor</p> <p>A. M. S. Beer, Drapers Gardens, 12, Throgmorton Avenue, London, E.C.2. Solicitor</p>	<p>ONE</p> <p>ONE</p>

DATED this 18th day of May, 1970.

WITNESS to the above Signatures :-

B. J. M. DALLY,
Drapers Gardens,
12, Throgmorton Avenue,
London, E.C.2.
Solicitor.