

Number of Company

1067873

NO
FEE
PAYABLE**THE COMPANIES ACTS 1948 to 1967**

Declaration of Compliance with the requirements of the
Companies Acts 1948 to 1967, on application for registration of a Company.

Pursuant to Section 15 (2)

Name of
Company

James Miller and Partners (Guildford)

LIMITED

Presented by

Wedlake Bell,
6 Stone Buildings,
Lincoln's Inn,
London WC2A 3YG

Presenter's Reference

JRM/CIM



F. S. MOORE LTD

Law Stationers & Printers, 131 Chancery Lane, London, WC2A 1EN

Telephone: 01-405 2166

I, John Reader Welch

of **6 Stone Buildings,
Lincoln's Inn,
London, WC2A 3YG**

Do solemnly and sincerely declare that I am (*)

**a Solicitor of the Supreme Court
engaged in the formation** ✓

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

or
"A person named
in the Articles of
Association as a
Shareholder or
Secretary"
if in Scotland
"Shareholder or
Secretary"

of **James Miller and Partners (Guildford)
LIMITED,**

**and that all the requirements of the Companies Acts 1948 to
1967 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, 1935."**

**Declared at 4 Stone Buildings
Lincoln's Inn London
WC.2A 3YS
the 4th day of August 1972**

John R. Welch

Before me,

**John Henry
A Commissioner for Oaths, (or a Notary Public or
Justice of the Peace.)**

* This Declaration must not be made until the Memorandum and Articles of Association
and Form 10 (Statement of Financial Position) have been signed and dated.

Reserve for binding

Number of Company

1067873/2

Form No. 25

THE STAMP ACT 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

James Miller and Partners (Guildford)

LIMITED

Obeyed to Section 62 of the Stamp Act, 1891, as amended by Section 2 of the Finance Act, 1899, Section 19 of the Finance Act, 1920, and Section 40 of the Finance Act, 1933

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

Presented by

Wedlake Bell,
6 Stone Buildings,
Lincoln's Inn,
London WC2A 3YG

Preparer's Reference

JLH/GHJ

F. R. MOORE LTD.

Law Stationers & Printers, 11-14 Chancery Lane, London, WC2A 1EN

Telephone: 61-105 2816

AmL

THE NOMINAL CAPITAL

OF

James Miller and Partners (Guildford)
LIMITED

is £100.00

, divided into one hundred

Shares of

£1.00

each.

Signature

James Miller

(This address Director,
Manager or Secretary)

Secretary

Dated the

4th

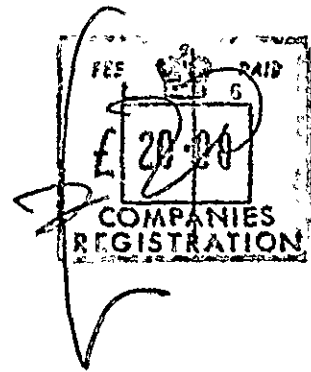
day of

August

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Reserve for binding

P.



THE COMPANIES ACTS 1948 to 1967

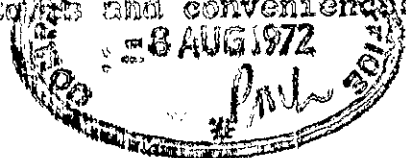
COMPANY LIMITED BY SHARES

Memorandum of Association

1067873

James Miller and Partners (Guildford) Limited.

1. The name of the Company is JAMES MILLER AND PARTNERS (GUILDFORD) 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 carry on either separately or in conjunction with one another all or any of the businesses of builders and public work contractors, and to construct, build and erect any public or private works, houses, buildings, premises and conveniences of all kinds, whether on the Company's own account or under any contract with other persons.
 - (B) To carry on all of the following businesses, namely: bricklayers, masons, builders, contractors, building demolishers, joiners, carpenters, plumbers, concrete workers, plasterers, slaters, road, street and sewer makers, paviors, painters, decorators, paperhangers, glaziers, cabinetmakers, gas, electrical, heating and sanitary engineers, timber merchants, coal merchants, tilelayers, bollhangers and locksmiths, blacksmiths, tool-makers, structural engineers and iron and steel workers, advertising and publicity agents, publishers, manufacturers of and agents for and dealers in bricks, tiles, drain and other pipes, plumbers' materials, chimney-pots, pottery, terra cotta, earthenware, stone, sand, cement, hair lime, hardware, fireplaces, chimney-pieces, paint and general building, decorating and furnishing requisites, implements, tools and conveniences of all kinds.



(2)

- (C) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (D) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (H) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

(3)

or proposing to carry on any of the businesses which this Company is authorized 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 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 or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient and in

(4)

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (M) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (R) To remunerate any person, firm or company rendering service to the 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.

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(5)

- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber. (In Words)
James Miller Belmont Edinburgh Road Edinburgh. EH12 6JA Company Director	One
James O'Neil 7. O'Neil Court Glasgow Road Edinburgh Company Director	One

DATED this 13 day of July 1972 ✓

WITNESS to the above Signatures :-

Margaret Paine

13 Calcuttania Crescent,

Edinburgh

Secretary.

1067873

4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

or

James Miller and Partners (Guildford) Limited.

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 84(2), 88, 95, 99, 100, 106 and 116 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the

same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS

6. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

7. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 126(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 53 of Part I of Table A shall be modified accordingly.

DIRECTORS

9. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five.

10. James Miller and William Oruston shall be the first Directors of the Company.

11. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

12. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 13 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 123 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

15. The quorum necessary for the transaction of the business of the Directors may be fixed by the

Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

16. A Resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

ALTERNATE DIRECTORS

17. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DIVIDENDS

18. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, and no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

(11)

NOTICES

19. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

Names, Addresses and Descriptions of Subscribers.

James Weather
Belmont
2 Elmsly Road
Edinburgh E412 6JA.
Company Director.

David Owen
7 Oswald Court
Oswald Road
Kensington
Company Director

DATED this 13th day of July, 1972.

WITNESS to the above Signatures :-

C Margaret Pease
13 Calverton Crescent.
Edinburgh
Secretary.



CERTIFICATE OF INCORPORATION

No. 3067873

I hereby certify that

JAMES INCEKOR AND PARTNERS (INCORPORATED) 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 25th August 1974

M. Taylor
(M. TAYLOR)

Assistant Registrar of Companies

1067873

12

THE COMPANIES ACT, 1948

SPECIAL RESOLUTION

(Pursuant to Companies Act, 1948)

of

JAMES MILLER AND PARTNERS (GUILDFORD) LIMITED

Passed 1 December 1977

At an EXTRAORDINARY GENERAL MEETING of The Members of the said Company, after due notice specifying the intention to propose the following Resolution as SPECIAL RESOLUTION had been given, held at Miller House, Edinburgh in the County of Midlothian on 1 December 1977, the following SPECIAL RESOLUTION was duly passed.

That the Memorandum and Articles of Association presented to the Chairman at the Meeting be adopted as the New Memorandum and Articles of Association in substitution of the present one.

James Miller.
Chairman.



1067873

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

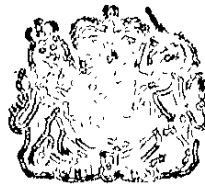
*Indiv. trust
c/o B. L. L. L.*

JAMES HENDER AND PARTNERS (GUERNSEY) LIMITED

Wedlake Bell,
Solicitors,
6 Stone Buildings,
Lincoln's Inn, WC2A 3YS.



No. 1067873



Certificate of Incorporation

I Herby Certify that JAMES MILLER AND PARTNERS
(GOILFORD) 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 25th August 1972.

N. TAYLOR

Assistant Registrar of Companies.

FORM OF MEMORANDUM OF ASSOCIATION, 1948 to 1976

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
(or articles)**

of

JAMES MILLER AND PARTNERS (LIMITED) LIMITED

1. The name of the Company is:- "JAMES MILLER AND PARTNERS (LIMITED) LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (a) To acquire by purchase, lease, concession, grant, license, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in public or private companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for purposes of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve accounts.
 - (b) To acquire any such property, shares, stocks, debentures, debenture stock, bonds, obligations, or securities by original subscription, 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.
 - (c) To advance and lend money on assets of all kinds upon such terms as may be arranged.

(d) /



- (d) To facilitate and encourage the creation, issue, or conversion of debentures, debenture stocks, bonds, obligations, shares, stocks, and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.
- (e) To take part in the formation, management, supervision, or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.
- (f) 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.
- (g) To constitute any trusts with a view to the issue of preferred and/or 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.
- (h) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other Company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company, having for its objects similar objects to those of this Company or any of them.
- (i) To issue debentures, debenture stock, bonds, obligations, and securities of all kinds, and to frame, constitute, and secure the same, as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed, or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (j) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or Company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures, or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (k) /

- (k) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (l) To borrow or raise money in such manner as the Company shall think fit, and in particular, to issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future including its uncalled capital, and to re-issue any debentures at any time paid off.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, or other interests in, or obligations of any other company or corporation.
- (o) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the company or the conduct of its business.
- (p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all or any other such acts or things as are incidental or conducive to the above objects or any of them. And 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 corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere; and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited or restricted (except where otherwise expressed in such paragraphs) by reference to the objects contained in any other paragraph, or by reference to the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct Company. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Insurance Companies Act, 1974, or any Act extending, amending or re-enacting the same, or to reinsure any risks under any class of insurance or assurance to which those Acts apply.

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

4. The liability of the Member is limited.
5. The Share Capital of the Company is:- £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber (In Words)
JAMES MILLER, Belmont, Ellersly Road, Edinburgh, EH12 6JA. COMPANY DIRECTOR.	ONE
WILLIAM ORMSTON, 7 Oswald Court, Oswald Road, Edinburgh. COMPANY DIRECTOR	ONE

DATED this 13th day of July, 1972.

WITNESS to the above Signatures :-

MARGARET PEDDIE,
13 Caledonian Crescent, Edinburgh.
SECRETARY.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION
(as amended)
of

JAMES MILLER AND PARTNERS (GUILDFORD) LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Acts, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.
2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company. ✓

SHARES

3. The Shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to Clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

LIEN

5. The lien conferred by Clause 11 (Eleven) in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION
(as amended)
of

JAMES MILLER AND PARTNERS (GUILDFORD) LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Acts, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.
2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The Shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to Clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

LIEN

5. The lien conferred by Clause 11 (Eleven) in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
7. Clause 54 in 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

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.
9. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.
10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.
11. 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

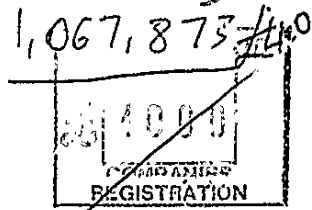
13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

SPECIAL RESOLUTION

of

JAMES MILLER AND PARTNERS (GUILDFORD) LIMITED

PASSED 5 JULY 1982



24

At an Extraordinary General Meeting of the Members of the said Company, after due notice specifying the intention to propose the following Resolution as a SPECIAL RESOLUTION had been given, held at Miller House, Edinburgh in the County of Midlothian on 5 July 1982, the following SPECIAL RESOLUTION was duly passed.

That the name of the above-named Company be changed to:-

'JAMES MILLER AND PARTNERS (GODALMING) LIMITED'

Edinburgh 9 July 1982

I hereby certify that this is a true copy of the Special Resolution of James Miller and Partners (Guildford) Limited passed on 5 July 1982.

W. J. Brand
Secretary



Scotland
629714

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1067873

25

I hereby certify that

JAMES MILLER AND PARTNERS (GUILDFORD) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

JAMES MILLER AND PARTNERS (GODALMING) LIMITED

Given under my hand at Cardiff the

12TH AUGUST 1982

A handwritten signature in cursive script, appearing to read 'E. Wilson'.

Assistant Registrar of Companies

Company No.E.1067873

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

JAMES MILLER AND PARTNERS (GODALMING) LIMITED

We, the undernoted, being all the shareholders for the time being of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolution and agree for all purposes that the said resolution shall be as valid and effective as if passed at a general meeting of the Company duly convened and held -

SPECIAL RESOLUTION

THAT the accounts of the company for the period ending 31 December 1992 having been sent out in accordance with Companies Act 1985, Section 238(1), and the company having qualified as small in that year and having been dormant since the end of it, the company resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, Section 384.

Dated 23rd July 1993

E.K. Lawrie Secretary
.....
For and on behalf of
The Miller Group Limited

