

No. of Company 1097824/1

Form No. 41
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

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

Name of Company CRANEHEATH Limited*

STANLEY HAROLD DAVIS

I, 22-24 COWPER STREET, LONDON EC2A 4AP
of

Do solemnly and sincerely declare that I am (see note (a) below) A PERSON NAMED IN
THE ARTICLES OF ASSOCIATION AS SECRETARY
of CRANEHEATH 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 22 The Ridgeway
LONDON, N. 3.

the 29th day of January
one thousand nine hundred and Seventy Three
before me. Warrant

A Commissioner for Oaths (see note (b) below)

(a) "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 "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by:

HART & CO. (CITY ROAD) LIMITED
COMPANY REGISTRATION AGENTS

22-24 COWPER STREET, CITY ROAD, LONDON EC2A 4AP

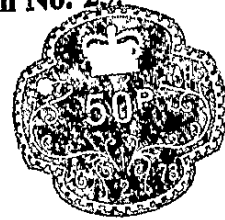
Telephone: 01-253 4108

Presentor's reference.

CD.501
Form No. 25

1097824 *lv*

No. of Company



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

**Statement of the Nominal Capital
of**

CRANEHEATH Limited

**NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings
for every £100 or fraction of £100.**

THE NOMINAL CAPITAL OF THE ABOVE COMPANY IS

£100

Signed

State whether Director or Secretary

Date

Presented by:

HART & CO. (CITY ROAD) LIMITED
COMPANY REGISTRATION AGENTS
22-24 COWPER STREET, CITY ROAD, LONDON EC2A 4AP
Telephone: 01-253 4108

Presentor's reference:

112424/3
HART & CO. (CITY ROAD) LIMITED
Company Registrars & Agents
10/24 Cowper Street, London, E.C. 4A
Tel.: 01-253 4442

COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

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Memorandum of Association

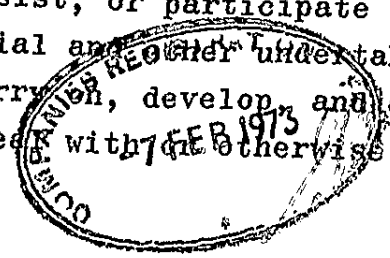
020.00

1097824/3 OF

CRANEHEATH LIMITED

1. The name of the Company is CRANEHEATH 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 the business of financiers and Industrial Bankers for the promotion of the sale, for cash or on credit or on instalment plan or hire purchase, hire agreement or easy payment systems or otherwise of motor or other vehicles of every description and goods, wares, apparatus, machinery, and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing hire purchase transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters, company promoters, underwriters, and dealers in stocks, shares, loans, annuities, and other securities, mortgage brokers and insurance agents and to undertake and carry on any business transaction or obligation commonly undertaken or carried on by financiers, company promoters, concessionaires, contractors or merchants and generally to enter into, assist, or participate in financial, commercial, mercantile, industrial and other undertakings and business of all kinds and to carry on, develop, and extend the same, or sell, dispose of and deal with the same or otherwise turn the same to account.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, 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 the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) 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.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- 4
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
 - (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
 - (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
 - (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
 - (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
 - (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
 - (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
 - (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

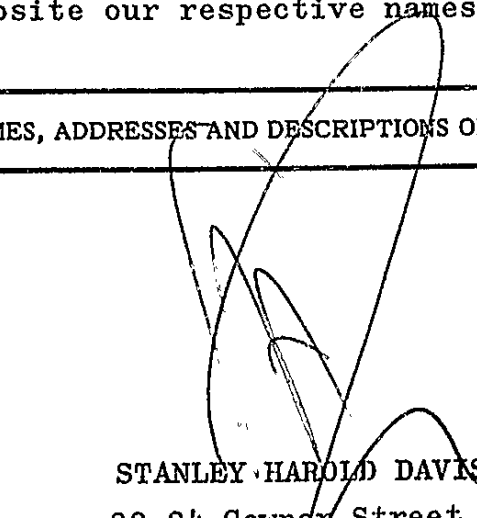
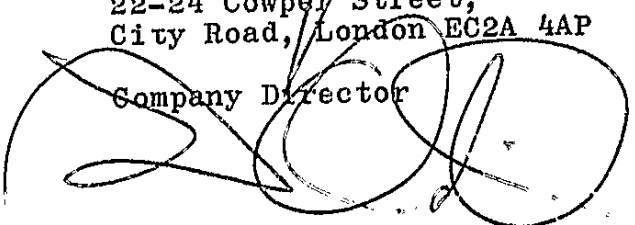
It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

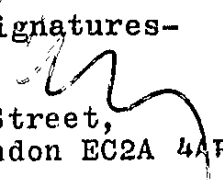
5. The share capital of the Company is £100. divided into 100 Shares of £1 each.

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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 |
|--|---|
|  <p>STANLEY HAROLD DAVIS 22-24 Cowper Street, City Road, London EC2A 4AP Company Director</p>  <p>DAVID ORDISH 22-24 Cowper Street, City Road, London EC2A 4AP Executive Director</p> | <p>ONE</p> <p>ONE</p> |

JAN 29 11 00 AM 1975

Witness to the above Signatures-
MICHAEL CLAFF 
22-24 Cowper Street,
City Road, London EC2A 4AP
Company Director.

1097824 /x

THE COMPANIES ACTS, 1948 to 1967 ✓

COMPANY LIMITED BY SHARES

Articles of Association

OF

CRANEHEATH LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

3 4

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

SEAL

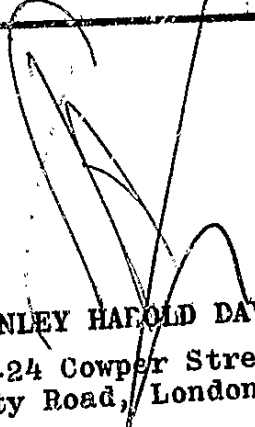
16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

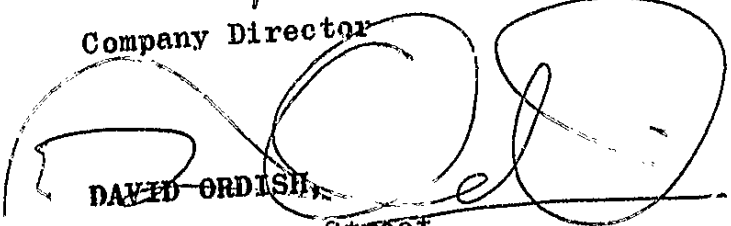
17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

4

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


STANLEY HAROLD DAVIS,
22-24 Cowper Street,
City Road, London EC2A 4AP

Company Director


DAVID ORDISH,
22-24 Cowper Street,
City Road, London EC2A 4AP

Executive Director

WITNESSES 29 to 31 JANUARY 1975


Witness to the above Signatures-

MICHAEL CLAFF
22-24 Cowper Street,
City Road, London EC2A 4AP
Company Director.



CERTIFICATE OF INCORPORATION

No. 1097824

I hereby certify that

CRANEHEATH 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 22nd February 1973

N Taylor
(N. TAYLOR)

Assistant Registrar of Companies

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

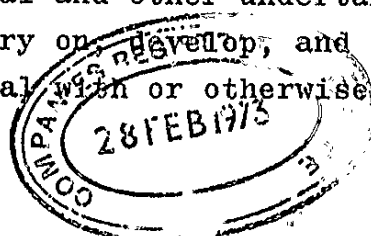
OF
CRANEHEATH LIMITED

1. The name of the Company is Craneheath 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 the business of financiers and Industrial Bankers for the promotion of the sale, for cash or on credit or on instalment plan or hire purchase, hire agreement or easy payment systems or otherwise of motor or other vehicles of every description and goods, wares, apparatus, machinery, and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing hire purchase transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters, company promoters, underwriters, and dealers in stocks, shares, loans, annuities, and other securities, mortgage brokers and insurance agents and to undertake and carry on any business transaction or obligation commonly undertaken or carried on by financiers, company promoters, concessionaires, contractors or merchants and generally to enter into, assist, or participate in financial, commercial, mercantile, industrial and other undertakings and business of all kinds and to carry on, develop, and extend the same, or sell, dispose of and deal with or otherwise turn the same to account.



EUROPEAN COMMUNITIES ACT, 1972

We hereby certify that this document complies with the above Act.

Director/Secretary

This is to certify that this document has been printed by Lithography.

P.P. [CITY ROAD] LIMITED

DIRECTOR

Financiers and Industrial Banker

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, 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 the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) 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.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
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- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
 - (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
 - (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
 - (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
 - (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
 - (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
 - (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
 - (Z) To do all such other things as are incidental or conducive to the above objects or any of them.
- d

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. * The share capital of the Company is £200,000 divided into 200,000 shares of £1 each.

* The share capital of the Company was increased by Ordinary Resolution passed 22nd February, 1973.

Number of Company:— 1097824

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

CRANEHEATH LIMITED.

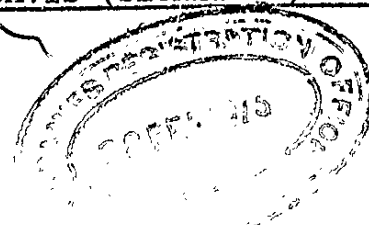
Passed the 22nd day of February, 1973

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 22-24 Cowper Street, London, E. C. 2.
on the 22nd day of February 1973 the subjoined ORDINARY RESOLUTION was duly passed:—

RESOLUTION

THAT the share capital of the Company be increased from £100 to £200,000 by the creation of 199,900 shares of £1 each, such shares to rank pari passu. in all respects with the existing share capital of the Company.

.....
STANLEY HAROLD DAVIS (SECRETARY)



THE COMPANIES ACTS 1948 TO 1967

Notice and statement of increase in nominal capital

To the Registrar of Companies

Name of CompanyCRANEHEATH.....

hereby gives you notice, pursuant to Section 13 of the Companies Act 1948 that by ordinary resolution of the company dated the 22nd February, 1973, the nominal capital of the company has been increased by the addition of a sum of £ 199,900..... beyond the registered capital of £ 100,000..... The additional capital is divided as follows:-

Number of shares

199,900

Class of share

ORDINARY

Nominal amount

ONE POUND

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)

TO RANK PARI PASSU IN ALL RESPECTS WITH
THE EXISTING SHARE CAPITAL OF THE COMPANY.

| | |
|------------------------------|-----------|
| SEC. 49(3), FINANCE ACT 1973 | |
| CREDIT ALLOWABLE | £ 945.50 |
| TAXES ALIQUOT | £ 19.00 |
| UNPAID & DUE | 84 23/10 |
| REFERENCE NO. | COO 33973 |

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, 1927.

Signed

State whether Director or Secretary ..SECRETARY.....

Date22nd February, 1973.....

* Delete as necessary

Presented by:

Presentor's reference:

Tel: 01

Form No. 10A
(See notes overleaf)

10978 24
116
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CRANEHEATH LIMITED

(Passed the 27th day of March 1973)

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company held at 50 Mark Lane, London EC3 on Tuesday the 27th day of March 1973 the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"That the Memorandum and Articles of Association a copy of which, having been signed by the Chairman for the purposes of identification, is produced to this Meeting be adopted as the Memorandum and Articles of Association of the Company in substitution for the existing Memorandum and Articles of Association of the Company".

.....
(Chairman)

Certified true copy
Crawley and Co
29/3/73

✓

1097824

2

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION
OF

CRANEHEATH LIMITED

(As adopted by a Special Resolution
passed on 27th March 1973.)

Incorporated the 22nd day of February 1973

No. 1097824

2 copy of the
and Articles of
1 produced to the
ary General Meeting
bers of the Company
Mark Lane, London
Tuesday 27th March

Crawley & de Reyna
Pinnera Hall
Austin Friars
London, EC2N 2HL

Chairman.

Certified true copy

Crawley & de Reyna

29/3/73

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

CRANEHEATH LIMITED

1. The name of the Company is Craneheath 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 in England and other countries the business of banking in all its branches, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the Company shall carry on business, be usual in connection with the business of banking or dealing in money or securities for money.

(b) To accept and hold monies on current or deposit accounts or otherwise and to accept and hold title deeds and other securities from and on behalf of such persons for such periods and on such terms as may seem expedient to the Company.

(c) To grant overdraft facilities and advance and lend money on current or loan accounts, on cash, credit, or other accounts, on real, personal and mixed securities, on policies, bonds, debentures, bills of exchange, promissory notes, letters of credit, or other obligations, or on rates or tolls, duly authorised to be made or levied by any Act of Parliament, or on the deposit of title deeds, wares and merchandise, bills of sale and lading, delivery orders, warehousemen and wharfingers' certificates, notes, dock warrants, or other mercantile indicia or tokens, bullion, stocks and shares.

(d) To discount and accept for collection bills of exchange of all types (whether inland or foreign), to grant documentary credit facilities of all types and generally to finance exports for and on behalf of such persons for such periods and on such terms as may seem expedient to the Company.

(e) To initiate, promote, finance, participate in and advise on take-overs, amalgamations, mergers, partnerships, joint ventures and new business

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(whether on a national or international scale) and the issue placing and underwriting of stocks, shares, debentures, debenture-stocks and other securities and investments of a like nature and generally to carry on all the activities of a merchant bank.

- (f) To borrow money from such persons for such periods and on such terms (including the charging of the Company's present and future property) as may seem expedient to the Company.
- (g) To guarantee the payment or performance of any debts, contracts or obligations, or become security for any person, firm or company, for any purpose whatsoever, and to act as agents for the collection receipt or payment of money, and generally to act as agents for and render services to customers and others, and generally to give guarantees and indemnities.
- (h) To insure or guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description, as well as the fulfilment of contracts and other trading and commercial transactions of every description, whether at home or abroad, and to indemnify any person against the same, and to guarantee the payment of money secured by or payable under or in respect of any debentures, debenture-stock, bond, mortgage, charge, security, contract or obligation of any person, persons or corporations, or any authority, supreme, municipal, local or otherwise.
- (i) To carry on the business of discounting, dealing in exchanges, in specie and securities.
- (j) To act as agents for the sale and purchase of any stocks, shares or securities, or for any other monetary or mercantile transaction.
- (k) To invest money in such manner as may from time to time be thought proper.
- (l) To carry on business as capitalists and financiers.
- (m) To promote, effect, insure, guarantee, underwrite, participate in, manage, and carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture-stock of any company, corporation or association, and to lend money for the purposes of any such issue.
- (n) To purchase, advance money upon, and otherwise deal with reversionary, contingent, and other interests in real and personal property.
- (o) To act as executors and trustees of wills settlements and trust deeds of all kinds made by customers and others and to undertake and execute trusts of all kinds.

- 8
- (p) To contract for public and private loans, and to negotiate and issue the same.
 - (q) To tender for and to farm revenues, taxes, privileges, dues, customs and duties of any state, or municipality, or person.
 - (r) To negotiate or pay in advance coupons and interest on public loans or securities.
 - (s) To deal in, assay and refine precious metals.
 - (t) To act as agents for any government and other authority, and for public and private bodies and persons.
 - (u) To grant pensions, allowances, gratuities and bonuses to Directors, employees and ex-employees of the Company and to set up and support Trust Funds for pension schemes.
 - (v) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, trade names and marks, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (w) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and generally to do all such things as are incidental or conducive to the attainment of any of the above objects.

4. The liability of the Members is limited.

5. The share capital of the Company is £200,000 divided into 180,000 'A' Ordinary Shares of £1 each and 20,000 'B' Ordinary Shares of £1 each.

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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. |
|---|--|
| STANLEY HAROLD DAVIS 22-24 Cowper Street City Road, London EC2A 4AP Company Director | ONE |
| DAVID ORDISH 22-24 Cowper Street, City Road, London EC2A 4AP Executive Director. | ONE |

DATED the 29th day of January 1973

WITNESS to the above Signatures:-

MICHAEL CLAFF
22-24 Cowper Street,
City Road, London EC2A 4AP
Company Director

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

CRANEHEATH LIMITED

PRELIMINARY

1. (a) The Regulations contained in Part I of Table A of the Companies Act 1948 as amended by the Companies Act 1967 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles.
(b) Regulations 2, 3, 24, 30, 32, 44 to 46 inclusive, 53, 54, 75, 79, 84 (2), 89 to 101 inclusive, 107 to 109 inclusive, 131 and 135 in Part I of Table A shall not apply to the Company.

SHARE CAPITAL

2. The share capital of the Company is £200,000 divided into 180,000 'A' Ordinary Shares of £1 each and 20,000 'B' Ordinary Shares of £1 each, which save as hereinafter expressly provided, rank pari passu in all respects and shall be regarded as a single class of shares.
3. The Company may not make any alteration to its Share Capital or the rights attached thereto and nor may any share or shares be issued with any special rights or subject to any special restrictions other than those rights and restrictions hereinafter expressly provided for unless the holder or holders for the time being of the 'A' Ordinary Shares or the majority of them and the holder or holders for the time being of the 'B' Ordinary Shares or the majority of them shall have voted in favour of the Resolution proposing such alteration or issue.
4. The original 'A' and 'B' Ordinary Shares shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons at such times and on such conditions as they may think proper subject always to the restrictions contained in any Agreement made or to be made in writing between the holder or holders for the time being of the majority of the 'A' Ordinary Shares and the holder or holders for the time being of the majority of the 'B' Ordinary Shares.

TRANSFER OF SHARES

5. The following shall have an absolute right to be registered forthwith as Members of the Company in respect of the share or shares held by them:-
 - (a) any person to whom a share is transferred in accordance with Article 6;

(b) any person becoming entitled to a share in consequence of the death or bankruptcy of a Member or any person nominated by him as the transferee thereof in accordance with Article 7;

(c) any person to whom a share is allotted upon the exercise of an option granted by the Company.

No other person shall be registered as a Member of the Company save by the authority of a Resolution of the Board of Directors.

6. (a) A 'B' Ordinary Share may be transferred by any holder thereof or other person entitled to transfer the same at any price to any holder of a 'B' Ordinary Share or any holder of an 'A' Ordinary Share selected by the transferor; but save as aforesaid and subject to sub-paragraph (b) of this Article no 'B' Ordinary Share shall be transferred to a person who is not a Member of the Company unless and until the provisions contained in the remaining sub-paragraphs of this Article have been exhausted.

(b) Any holder of a 'B' Ordinary Share or other person entitled to transfer the same shall be free to transfer such 'B' Ordinary Share to a person who is not a Member of the Company if the majority of the Members consent in writing to such transfer and accordingly the restrictions in sub-paragraph (c) of this Article shall not apply to any transfer authorised in accordance with this sub-paragraph.

(c) Subject and without prejudice to the provisions of sub-paragraphs (a) and (b) of this Article every holder of a 'B' Ordinary Share or other person entitled to transfer the same who desires to transfer any such 'B' Ordinary Share (hereinafter called "the Vendor") shall give to the Company notice in writing of such desire (hereinafter called a "Transfer Notice") Subject as hereinafter mentioned a Transfer Notice shall constitute the Company the Vendor's Agent for the sale of the 'B' Ordinary Share or Shares specified therein (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members other than the Vendor at a price to be agreed upon by the Vendor and the Directors or, in case of difference, at the price which a Chartered Accountant nominated by agreement between the Vendor and the Company or, in default of such agreement, by the President for the time being of the Institute of Chartered Accountants in England and Wales, shall by writing under his hand, certify to be in his opinion the fair value thereof as between a willing seller and a willing buyer.

(d) If a Chartered Accountant is asked to certify the fair value as aforesaid, his certificate shall be delivered to the Company and so soon as the Company receives the certificate it shall furnish a certified copy thereof

to the Vendor and the Vendor shall be entitled by notice in writing given to the Company within ten days of the service upon him of the said certified copy, to cancel the Company's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

- (e) Upon the price being fixed as aforesaid and provided the Vendor shall not give notice of cancellation as aforesaid the Company shall forthwith by notice in writing inform each Member of the Company other than the Vendor of the number and price of the said shares and invite each such Member to apply in writing to the Company within twenty-eight days of the date of despatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (f) If any application shall within the said period of twenty-eight days be made for all or any of the said shares, the Company shall allocate the said shares (or so many of them as shall be applied for as aforesaid) first, to and amongst the applicants who are registered or unconditionally entitled to be registered in respect of the 'B' Ordinary Shares (and in case of competition pro rata according to the number of 'B' Ordinary Shares of which they are registered as holders) and secondly (if any of the said shares shall remain after such applicants have been satisfied in full), to and amongst the remaining applicants (and in case of competition pro rata according to the number of shares in the Company in respect of which they are registered or unconditionally entitled to be registered as holders) provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid.
- (g) The Vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein at the time and place therein specified; and if he shall fail to do so, the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed attorney of the Vendor with full power to execute, complete and deliver, in the name and on behalf of the Vendor, transfers of the shares to the Purchasers thereof against payment of the price to the Company. On payment of the price to the Company the purchaser shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the purchaser shall be entitled to insist

upon his name being entered in the Register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Vendor.

- (h) During the three months following the expiry of the said period of twenty-eight days referred to in paragraph (c) of this regulation the Vendor shall be at liberty to transfer to any persons and at any price (not being less than the price fixed under (c) of this regulation) any share not allocated by the Directors in an allocation notice.

TRANSMISSION OF SHARES

7. Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors, elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof. In neither case shall the Directors have any power to decline or suspend registration.

8. A person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, and he shall before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership as if he had already been registered as a Member in respect of the Share.

PROVIDED ALWAYS that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share until the requirements of the notice have been complied with.

GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. A quorum shall consist of two members present in person or by proxy provided always that, so long as the issued Ordinary Share capital of the Company is divided into 'A' and 'B' Ordinary Shares, one such member shall be the holder of the 'A' Ordinary Shares or the majority of them and one such member

shall be the holder of the 'B' Ordinary Shares or the majority of them.

10. (a) If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting shall be dissolved.
- (b) If two successive Meetings shall be dissolved under paragraph (a) of this Article and a quorum should not be present within half an hour from the time appointed for a third successive Meeting, the Chairman of the Board of Directors shall be entitled to declare the Member or Members present to be a quorum.
11. No Resolution proposed at any General Meeting shall be validly passed unless the holder or holders for the time being of the 'A' Ordinary Shares or the majority of them and the holder or holders of the 'B' Ordinary Shares or the majority of them shall have voted in favour thereof. /*for the time being
12. A Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

13. The number of Directors shall be not less than two nor more than seven
14. (a) For the purposes of this Article the expression "holder or holders for the time being" in relation to a 'B' Ordinary Share shall be deemed to include any person becoming entitled to a 'B' Ordinary Share in consequence of the death or bankruptcy of a Member.
- (b) So long as the issued share capital of the Company is divided into 'A' and 'B' Ordinary Shares:-
- (i) The holder or holders for the time being of the majority of the 'B' Ordinary Shares shall be entitled to appoint any person to be a Director but so that not more than two persons shall at any one time hold office by virtue of such appointment;
 - (ii) Any Director so appointed may at any time be removed from office but only by the holder or holders for the time being of the majority of the 'B' Ordinary Shares;
 - (iii) Any such appointment or removal shall be by notice in writing signed by the holder or holders for the time being of the majority of the 'B' Ordinary Shares and shall take effect on such notice being deposited at the Company's registered office;
 - (iv) The quorum necessary for the transaction of business at Meetings of the

Board shall be two Directors of whom one must be a Director appointed pursuant to sub-paragraph (b) (i) of this Article.

- (v) No Resolution proposed at any Meeting of the Board shall be validly passed unless a Director appointed pursuant to sub-paragraph (b) (i) of this Article shall have voted in favour thereof.

15. Subject and without prejudice to the provisions of Article 14 the Directors shall have power at any time and from time to time:-

- (i) to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors; and

- (ii) to remove any person so appointed;

but so that the number of Directors shall not at any time be less than nor exceed the numbers respectively specified in Article 13.

16. A Resolution in writing signed by all the Directors in office shall be as valid as a Resolution passed at a Meeting of the Board duly convened and held.

17. A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. Every Director of the Company (including Alternate Directors), whether resident in the United Kingdom or elsewhere, shall be entitled to receive at least seven days prior notice of any meeting of the Directors of the Company and to receive the Agenda of any matter to be discussed or voted upon at any and every Directors' Meeting. No matter may be validly discussed or voted upon at any Directors' Meeting of the Company of which due notice has not been given to all the Directors of the Company in accordance with this clause. Subject and without prejudice to the provisions of Article 14 (b) (v) questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.

18. Any Director may by writing signed by him and delivered to the Company at its registered office at any time appoint any person to be an alternate Director of the Company to represent him. The Alternate Director shall ipso facto cease to be an Alternate Director (a) if the Director whom he represents gives notice to the Company terminating such appointment or ceases for any reason to be a Director or (b) if the Alternate Director gives

notice to the Company that he has not less than fourteen days previously requested the Director whom he represents to terminate such appointment. A person may act as Alternate Director to represent more than one Director and a Director may be appointed to be also an Alternate Director, and an Alternate Director shall be entitled at meetings of the Directors to one vote for every Director whom he represents in addition to his own vote as Director if he is a Director in his own right.

19. A Director appointed pursuant to Article 14(b) (i) shall at all times be Chairman of the Board of Directors and such Director shall hold office as Managing Director of the Company for such period on such terms with such powers and at such remuneration as may be agreed between him and the Company.
20. A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company may vote as a Director in regard to such contract or arrangement 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.
21. The Directors may exercise all the powers of the Company to borrow money, to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured.

NOTICES

22. A Notice may be given by the Company to any Member either personally or by sending it by post (by airmail post if the addressee is resident outside the United Kingdom) to him or to his registered address. Where a notice is sent by post it shall be deemed to have been effected at the expiration of 72 hours after the letter containing the same is posted.

WINDING-UP

23. 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 be first 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.

24. If the Company shall be wound up whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by law, divide any part of the assets of the Company including any shares in other companies, between the Members of the Company in specie or kind, or may, with like consent, vest any part of the assets of the Company in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

15

DAVID ORDISH

Executive Director

WITNESS TO THE ABOVE SIGNATURES -

Company Director.

Number of Company: 1097824

29965/1

18

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

7274 11. 010.00

SPECIAL RESOLUTION

OF

CRANEHEATH LIMITED

Passed the 28TH day of JUNE 1973

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and
held at 18, Bentinck Street, London W1E 2QZ

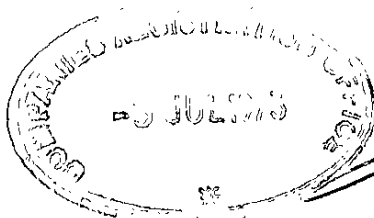
on the 28th day of June 1973, the subjoined SPECIAL RESOLUTION was duly

RESOLUTION

THAT the name of the Company be changed to:-
CRANEHEATH SECURITIES LIMITED.

35

[Handwritten signature]



DIRECTOR



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1097824

119

I hereby certify that

CRANEHEATH LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

CRANEHEATH SECURITIES LIMITED

Given under my hand at London the 20th July 1973

[Signature]

N Taylor

(N. TAYLOR)

Assistant Registrar of Companies



Number of } 1097824
Company } 42

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

The blanks in
this heading may be
filled up in writing.

CRANEHEATH SECURITIES

LIMITED

Passed 3RD SEPTEMBER , 1982 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 1 Bentinck Street,

London W1,

on the 3rd day of September , 1982 , the subjoined
Special Resolution was duly passed, viz. :—

RESOLUTION

The Special Resolu-
tion(s) must be
printed on this space,
and not affixed to or
written on it, except
in the case of an
exempt private
company when it
may be typed. See
s. 143 (1) and Note
overleaf.

"That the Company shall not be re-registered as a Public
Company under the Provisions of the Companies Act 1980, and wishes
to become a Private Company".

Signature [Signature]

CHAIRMAN AND MANAGING DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him :

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed top copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since*

Dated this... day of..., 196

Director.

Secretary.

* NOTE.—Insert " 1st July, 1948 " (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

FILE COPY



CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 1697624

I hereby certify that

CRANEHEATH SECURITIES LIMITED

is, with effect from 18TH OCTOBER 1982 a private company
within the meaning of the Companies Acts 1948 to 1981.

Dated at Cardiff the 18TH OCTOBER 1982


Assistant Registrar of Companies

C 457

NUMBER OF COMPANY 1097824 *A*

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

CRANEHEATH SECURITIES LIMITED

Passed: Thursday 28th September 1989

At the EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 1 Prescott Street, London E1 8AY on 28th September 1989 the subjoined ORDINARY RESOLUTION was duly passed.
viz:

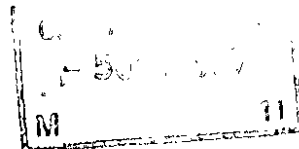
RESOLUTION

That the Directors be and they are hereby unconditionally authorised for the purposes of Section 80 Companies Act 1985, to allot shares up to the amount of the authorised capital (£5,000,000) at any time or times during the period of five years from the date of passing such resolution in General Meeting.



.....
Chairman

masextra (2)



NUMBER OF COMPANY 1097824

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

CRANEHEATH SECURITIES LIMITED

Passed: Thursday 28th September 1989

At the EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 1 Prescott Street, London E1 8AY on 25th August 1989 the subjoined ORDINARY RESOLUTION was duly passed.
viz:

RESOLUTION

That the authorised Share Capital of the Company be increased from £200,000 to £5,000,000 by the creation of £4,800,000 'A' Ordinary Shares of £1 each ranking in all respects parri passu with the existing 'A' Ordinary Shares of £1 each.



.....
Chairman

masextra (4)



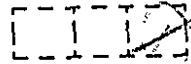
**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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

1097824

Name of company

Insert full name
of company

* CRANEHEATH SECURITIES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 28th SEPTEMBER 1989 the nominal capital of the company has been
increased by £ 4,800,000 beyond the registered capital of £ 200,000.

the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.

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

By the creation of 4,800,000 'A' Ordinary Shares to rank pari passu
with the existing 'A' Ordinary Shares of £1 each.

Please tick here if
continued overleafInsert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

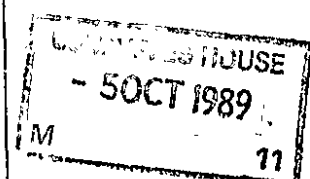
Signed

Designation: DIRECTOR

Date 29/9/89

Presenter's name address and
reference (if any):For official Use
General Section

Post room



353

Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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|--|--|--|--|--|--|
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|--|--|--|--|--|--|

1097824

Name of company

* Crancheath Securities Limited

* Insert full name
of company

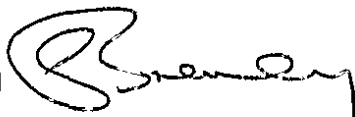
† delete as
appropriate

gives notice that the register of members is [now]† kept at:

| | |
|----------------------|----------|
| 14/15 Quarry Street, | |
| Guildford, | |
| Surrey, | |
| Postcode | GU1 3UY. |

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation‡

Secretary:

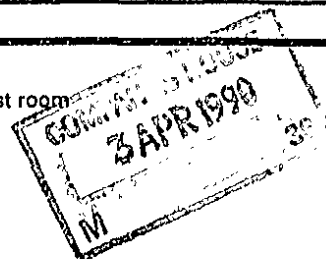
Date 28th March 1990

Presentor's name address and
reference (if any):

J E Bromley,
14/15 Quarry Street,
Guildford,
Surrey,
GU1 3UY.

For official Use
General Section

Post room



G

COMPANIES FORM No. 353a

Notice of place for inspection of
a register of members which is
kept in a non-legible form,
or of any change in that place

353A

Pursuant to the Companies (Registers and Other Records) Regulations 1985

NOTE: For use only when the register is kept by computer or in some other non-legible form.

To the Registrar of Companies

For official use

Company number

| | |
|--|--|
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|--|--|

1097824

Name of company

Craneheath Securities Limited

gives notice, in accordance with regulation 3(1) of the companies (Registers and Other Records) Regulations 1985, that the place for inspection of the register of members of the company which the company keeps in a non-legible form is [now]:

| | |
|----------------------------------|----------|
| Berisford Wing 1 Prescott Street | |
| London E1 8AY | |
| | |
| | Postcode |

† Insert Director,
Secretary
Etc

Signed

S. Chamar

Designation†

SECRETARY

Date

2/4/91

Presentor's name address and
reference (if any):

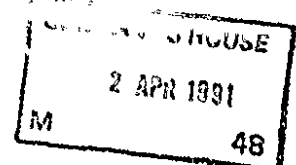
Simon Sturgeon
Berisford International plc
Berisford Wing
One Prescott Street
London E1 8AY

BLUEPRINT*

CH APP

For official Use
General Section

Post room



COMPANIES FORM No. 325

G

**Notice of place where register of
directors' interests in shares etc. is
kept or of any change in that place**

325

Note: This notice is not required where the register is and
has always been kept at the Registered Office

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

To the Registrar of Companies

For official use

Company number

| | | | |
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1097824

Name of company

Craneheath Securities Limited

gives notice that the register of directors' interests in shares and/or debentures, which is
kept by the company pursuant to section 325 of the above Act, is [now] kept at:

Berisford Wing 1 Prescott Street

London..E1 8AY

Postcode

Signed

S. Chamber

Designation

SECRETARY

Date

2/4/91

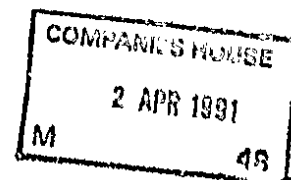
Presentor's name address and
reference (if any):

Simon Sturgeon
Berisford International plc
Berisford Wing
One Prescott Street
London E1 8AY

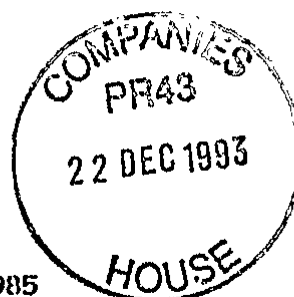
For official Use

General Section

Post room



Company Number 1097824



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

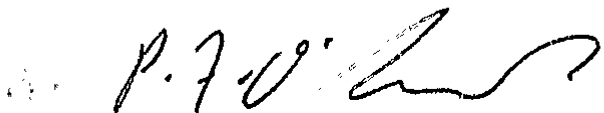
OF

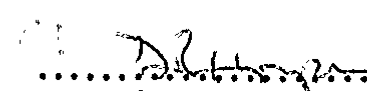
CRANEHEATH SECURITIES LIMITED

Dated this 19th day of November 1993

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company, HEREBY PASS the following Resolutions as Elective Resolutions pursuant to Section 379A of the Companies Act 1985 ("the Act") and agree that the said Resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

1. That pursuant to Section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
2. That pursuant to Section 366A of the Act the Company hereby elects to dispense with the holding of Annual General Meetings.
3. That pursuant to Section 386 of the Act the Company hereby elects to dispense with the obligation to appoint Auditors annually.
4. That pursuant to Sections 369(4) and 378(3) of the Act, the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 90 per cent.


.....
For and on behalf of
Berisford International plc


.....
For and on behalf of
S & W Berisford Limited

G

COMPANIES FORM No. 128(4)

Notice of assignment of
name or new name to any
class of shares

128(4)

Pursuant to section 128(4) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

1097824

Name of company

Craneheath Securities Limited

gives notice of the assignment of a [new] name or other designation to the following class(es) of
shares (otherwise than by amendment of the company's memorandum or articles or by any resolution
or agreement to which section 380 of the above Act applies)

| Number and class of shares | Name or other designation |
|--------------------------------|----------------------------|
| 20000 | |
| "B" Ordinary Shares of £1 each | Ordinary Shares of £1 each |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

Signed

[Signature]

Designation

Secretary

Date

28/9/94

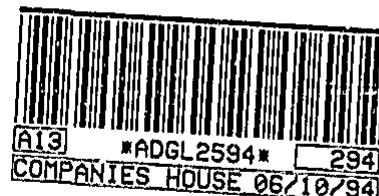
Presentor's name address and
reference (if any):

ROSEMARY BURROWES
BERISFORD INTERNATIONAL PLC
1 BAKER STREET
LONDON
W1M 1AA

For official Use

General Section

Post room



BLUEPRINT
CH APP

COMPANIES FORM No. 128(4)

G

**Notice of assignment of
name or new name to any
class of shares**

128(4)

Pursuant to section 128(4) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] []

1097824

Name of company

Crancheath Securities Limited

gives notice of the assignment of a [new] name or other designation to the following class(es) of
shares (otherwise than by amendment of the company's memorandum or articles or by any resolution
or agreement to which section 380 of the above Act applies)

| Number and class of shares | Name or other designation |
|--------------------------------|----------------------------|
| 4980000 | |
| "A" Ordinary Shares of £1 each | Ordinary Shares of £1 each |
| | |
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| | |
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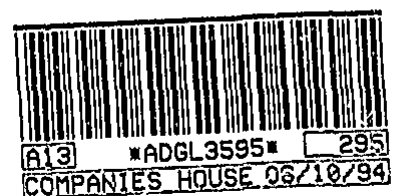
Signed DR HopperDesignation SecretaryDate 28/9/94

Presentor's name address and
reference (if any):
ROSEMARY BURROWS
BERISFORD INTERNATIONAL PLC
1 BAKER STREET
LONDON
W1M 1AA

For official Use
General Section

Post room

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CH APP



COMPANIES FORM No. 123

G

123

Notice of Increase
in nominal capital

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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|--|--|--|--|--|
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|--|--|--|--|--|

1097824

Name of company

Craneheath Securities Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 28/09/1994 the nominal capital of the company has been increased by £ 7300000.00 beyond the registered capital of £ 5000000.00

A copy of the resolution authorising the increase is attached.

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 follow:

Please tick here if
continued overleaf

☐

Signed

D. Harper

Designation

Secretary

Date

28/9/94

Presenter's name address and
reference (if any):

ROSEMARY BURROWES
BERISFORD INTERNATIONAL PLC
1 BAKER STREET
LONDON
W1M 1AA

For official Use
General Section

Post room

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NUMBER OF COMPANY 1097824

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

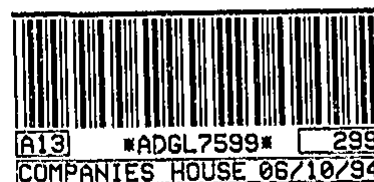
CRANEHEATH SECURITIES LIMITED

(Passed on 28th September 1994)

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at 1 Baker Street, London W1M 1AA on 28th September 1994, at 10.30 am the following resolutions were duly passed in the case of the first and second, as Ordinary Resolutions, and in the case of the third, as a Special Resolution of the Company:

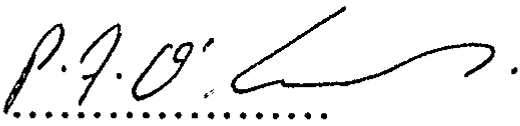
ORDINARY RESOLUTIONS

1. "THAT the authorised share capital of the Company be and is hereby increased to £12,300,000 by the creation of 7,300,000 ordinary shares of £1 each having the rights and being subject to the restrictions set out in the Articles of Association of the Company and to rank pari passu in all respects with the existing ordinary shares of the Company".
2. "THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot relevant securities within the meaning of Section 80 of the Companies Act 1985 up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously revoked or varied save that the Directors may, notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement made by the Company before the expiry of this authority."



SPECIAL RESOLUTION

3. "THAT subject to the passing of resolution 2 above the Directors be and they are hereby authorised, pursuant to the authority conferred by the said resolution, to allot equity securities within the meaning of Section 94(2) of the Companies Act 1985 for cash as if Section 89(1) of the said Act did not apply to any such allotment Provided that the authority hereby given shall expire at the date of the next Annual General Meeting of the Company unless previously revoked or varied save that the Directors may, notwithstanding such expiry, allot equity securities under this authority in pursuance of an offer or agreement made by the Company before the expiry of this authority".


.....

Chairman

Company No. 1097824

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

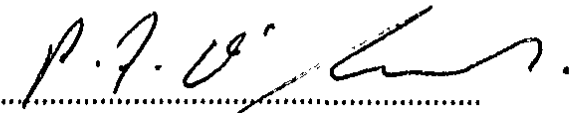
OF

CRANEHEATH SECURITIES LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at
1 Baker Street, London W1M 1AA on 28th day of September 1994 at
10.15 am the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT New Articles of Association of the Company in the form of the draft
annexed hereto initialled by the Chairman for the purpose of identification be
and are hereby adopted in substitution for and to the exclusion of the existing
Articles of Association.


.....
Chairman



4

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CRANEHEATH SECURITIES LIMITED
(ADOPTED BY SPECIAL RESOLUTION PASSED ON 28TH SEPTEMBER 1994)

PRELIMINARY

1. Except as otherwise provided in these Articles, the regulations contained or incorporated in Table A shall apply to the Company. For the purposes of these Articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
2. These Articles and the regulations incorporated in them shall take effect subject to the requirements of the Act and of every other statute for the time being in force affecting the Company (together "the Statutes").
3. In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression "paid up" includes credited as paid up.

SHARE CAPITAL

4. (1) The directors are generally and unconditionally authorised (for the purposes of section 80 of the Act) at any time or times during the period of five years from the date of the incorporation of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the authorised share capital of the Company at that date.
- (2) At the expiry of the period of five years, the authority contained in paragraph (1) shall expire, but the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.
- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

5. A resolution in writing signed by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company or a resolution signed by or on behalf of the sole Member shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This Article is in addition to, and not limited by, the provisions in sections 381A and 381B of the Act. Regulation 53 of Table A shall not apply.

6. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

7. (1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no

person present shall be entitled to more than one vote on a show of hands except as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of Regulation 62 and the last sentence of Regulation 62 shall be modified accordingly.

DIRECTORS

8. (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office.
- (2) In addition to the circumstances set out in Regulation 81 of Table A, the office of a director shall be vacated if he is removed from that office in accordance with this Article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
9. (1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

10. (1) In addition to the persons mentioned in Regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) Any person appointed as an alternate director shall vacate his office as an alternate director:
 - (a) if and when the director by whom he has been appointed ceases to be a director; or
 - (b) if the director by whom he has been appointed removes him by written notice to the Company; or
 - (c) in the event of any circumstances which, if he were a director, would cause him to vacate that office.

Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

11. (1) The powers of the directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

12. (1) A director who is in any way, whether directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.
- (2) Subject to such disclosure, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his votes shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.

13. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulations 66 and 88 of Table A shall be amended accordingly.
14. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile or telex".
15. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
 - (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,
 whether directly, by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of Article 12.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

16. The directors shall decide whether the company shall have a seal and if so shall provide for the safe custody of the seal and of any official seal for use abroad in accordance with the Statutes. The seals shall only be used with the authority of the directors or of a committee of the directors authorised by the directors for that purpose. Every instrument to which the seal is affixed shall be signed by a director and countersigned by the secretary or by a second director or by some other person appointed for the purpose by the directors or the committee. Regulation 101 of Table A shall not apply.

NOTICES

17. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
18. Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

19. Every director, other officer or auditor of the Company shall, to the extent permitted by the Statutes, be indemnified out of the assets of the Company against any liability incurred by him in the execution of, or in relation to, his duties. This indemnity shall not apply to any liability to the extent that it is recovered from any other person and the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced. Subject to the Statutes, no director, other officer or auditor shall be liable for any loss, damage or misfortune which may happen to, or be incurred by, the Company in the execution of, or in relation to, his duties. This Article does not require the Company to purchase and maintain for any such officer or auditor insurance against any such liability, but does not restrict the Company from doing so. Regulation 118 of Table A shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Stanley Harold Davis
22-24 Cowper Street
City Road
London
EC2A 4AP

Company Director

David Ordish
22-24 Cowper Street
City Road
London
EC2A 4AP

Executive Director

Dated this 29th day of January 1973

WITNESS to the above signatures :-

Michael Claff
22-24 Cowper Street
City Road
London
EC2A 4AP

Company No. 1097824

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

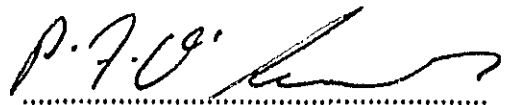
CRANEHEATH SECURITIES LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at 1 Baker Street, London W1M 1AA on 28th day of September 1994 at 10.00 am the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT :

- a) Each issued and unissued "A" Ordinary Share of £1 each and each issued and unissued "B" Ordinary Share of £1 each in the capital of the Company be and is hereby re-designated as an Ordinary Share of £1 each.
- b) All of the Ordinary Shares in the capital of the Company following such re-designation as aforesaid shall rank pari passu in all respects.


.....
Chairman

