

No. of Company 1117960 / (

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 WESCARIS NOMINEES Limited*

I, ROGER HARRY VERNON DIXON
of 3 Throgmorton Avenue, London EC2N 2DA

Do solemnly and sincerely declare that I am (see note (a) below) ..a solicitor of the Supreme
Court engaged in the formation
of

..... WESCARIS NOMINEES Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 17 Throgmorton Avenue in
..... the City of London

the 25th day of May
one thousand nine hundred and ..seventy three
before me.

.....
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: Travers Smith, Braithwaite & Co.,
3 Throgmorton Avenue,
London EC2N 2DA

Presenter's reference: PDP

No. of Company 1117900 / 2

V878

Statement of nominal capital

Made pursuant to Section 112 of the Stamp Act 1891



Name of Company WESCARIS NOMINEES

limited

The nominal capital of the above company is £ 100

Signature *Travers Smith Braithwaite*

Description Solicitor engaged in the formation
of the Company.

Date 29 May 1973

NOTES

The stamp duty on the nominal capital is 50p for every £100 or fraction of £100 (Section 41, Finance Act 1933).

This statement is to be filed with the Memorandum of Association, or other document, when the company is registered.

Presented by: Travers Smith, Braithwaite & Co.,
3 Throgmorton Avenue,
London EC2N 2DA

Presentor's reference: PDP

Stamps
LCS 303

1117900 / 3

1

THE COMPANIES ACTS, 1948 TO 1967

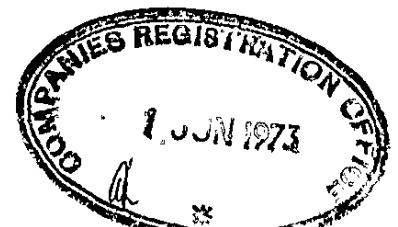
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

WESCARIS NOMINEES LIMITED

1. The name of the Company is "WESCARIS NOMINEES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (i) To act as nominee or agent or attorney of or for any person or persons, company, corporation, government, state, colony, province, dominion, sovereign, or any body or authority, supreme, municipal, public, local or otherwise.
 - (ii) To acquire, accept, and hold, whether for the account of third parties or otherwise, and sell, exchange, manage, develop, deal with, and turn to account any real and personal property of all kinds, and in particular stocks, shares, debentures, debenture stock, bonds, annuities, securities, obligations and investments of every class and description, and also insurance policies of all classes, mortgages and other similar securities, and any interest in real or personal property.
 - (iii) To procure the Company to be registered or recognised in any foreign country or place, and to obtain any Act of Parliament, provisional order, enactment, decree, or other legislative or executive act of any government, state, colony, province, dominion, sovereign, or body, or authority, supreme, municipal, public, local or otherwise, for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.
 - (iv) To do all or any of the above things in any part of the world, and as principals, agents, contractors, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.




(v) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the members is limited.

✓ 5. The Share Capital of the Company is £100, divided into 100 shares of £1 each, with power to increase and to divide the shares in the Capital of the Company for the time being, whether original or increased, and whether issued or not, into several classes, and to attach thereto respectively any preferential, qualified, special or deferred rights, privileges and conditions.

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	No. of shares taken by each Subscriber
 ✓ 3, THROGMORTON AVENUE, LONDON, E.C.2. SOLICITOR	One One

Dated this 23rd day of May 1973. ✓

Witness to the above signatures:-

L. C. Almond,
 3 Throgmorton Avenue,
 London EC2N 2DA

Secretary

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

WESCARIS NOMINEES LIMITED

TABLE A EXCLUDED

1. The regulations in Parts I and II of Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these regulations :

" the Act " means the Companies Act 1948 ;

" the Seal " means the Common Seal of the Company ;

" Secretary " means any person appointed to perform the duties of the Secretary of the Company ;

" the United Kingdom " means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

PRIVATE COMPANY

✓ 3. The Company is a Private Company and accordingly :

(a) the right to transfer shares is restricted in manner hereinafter prescribed ;

- (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and/or persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member ;
- (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited ;
- (d) the Company shall not have power to issue Share Warrants to bearer.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The Capital of the Company is £100, divided into 100 shares of £1 each.

5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of Capital or otherwise as the Company may from time to time by Ordinary Resolution determine.

6. Subject to any directions to the contrary that may be given by the Company in General Meeting all unissued shares shall be under the control of the Directors, who may allot and issue the same to such persons on such terms and conditions and at such times as they think fit, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

7. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

8. If at any time the Share Capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of the class. To every such Separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two

persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or further shares ranking *pari passu* therewith.

10. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of the commission shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

11. Except as required by law, no persons shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

12. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares. Every certificate shall be under the Seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

13. If a Share Certificate be defaced, lost or destroyed, it may be renewed without payment of any fee but on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company investigating evidence as the Directors think fit.

14. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to Section 54 (1) of the Act.

LIEN

15. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

16. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

17. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

18. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

19. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

20. A call shall be deemed to have been made at the time when the Resolution of the Directors authorising the call was passed and may be required to be paid by instalments.

21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per cent. per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

23. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

24. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

25. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 5 per cent. per annum as may be agreed upon between the Directors and the member paying such sum in advance.

TRANSFER OF SHARES

26. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and, except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

27. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

28. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share.

29. The Directors may also decline to recognise any instrument of transfer unless :

- (a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer ; and
- (b) the instrument of transfer is in respect of only one class of share.

30. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

31. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

TRANSMISSION OF SHARES

32. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares ; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

33. 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 and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

34. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

35. 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, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company :

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.

FORFEITURE OF SHARES

36. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

37. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and

shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

38. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a Resolution of the Directors to that effect.

39. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

40. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

41. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

42. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL.

43. The Company may from time to time by Ordinary Resolution increase the Share Capital by such sum, to be divided into shares of such amount, as the Resolution shall prescribe.

44. The Company may by Ordinary Resolution :

- (a) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares ;
- (b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 61 (1) (d) of the Act ;
- (c) cancel any shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person.

45. The Company may by Special Resolution reduce its Share Capital, any Capital Redemption Reserve Fund or any Share Premium Account in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

46. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it ; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

47. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

48. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

49. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than

an Annual General Meeting, or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company :

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation be deemed to have been duly called if it is so agreed :

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat ; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

50. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

51. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the Accounts, Balance Sheets, and the Reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

52. 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 ; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

53. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved ; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine,

and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

54. The members present at each General Meeting shall choose one of their number to be Chairman of the meeting.

55. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

56. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :

- (a) by the Chairman ; or
- (b) by at least three members present in person or by proxy ; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting ; or
- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the Chairman that a Resolution has been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

The demand for a poll may be withdrawn.

57. Except as provided in Regulation 61, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.

58. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

59. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

60. A Minute or Memorandum signed by the holders of not less than 75 per cent. of the shares in the Company for the time being issued (the holder in the case of a corporate member being deemed to mean such person as is authorised to act as its representative at General Meetings of the Company) shall in all cases (except only where a General Meeting of the Company is required by law) and for all purposes have the same full force, effect and validity as a Resolution passed by a General Meeting of the Company duly convened and constituted. A copy of a Minute or Memorandum so signed entered on the Minutes of General Meetings shall be sufficient evidence thereof without further proof.

VOTES OF MEMBERS

61. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

62. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

63. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll, by his committee, receiver, *curator bonis* or other person in the nature of a committee, receiver or *curator bonis* appointed by the Court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy.

64. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

65. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting

shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

66. On a poll votes may be given either personally or by proxy.

67. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

68. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the Registered Office of the Company, or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting, or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

69. An instrument appointing a proxy shall be in common form, or such form as the Directors shall from time to time resolve.

70. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

72. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

73. The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them. Until otherwise determined in General Meeting the number of Directors shall not be less than two nor more than twenty.

74. No person shall be appointed a Director unless at the time of his appointment he is either a director or a member of the staff of National Westminster Bank Limited.

75. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

76. The shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required.

77. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.

78. Subject to the provisions of these regulations the Company in General Meeting may from time to time appoint any person as a Director, either to fill a vacancy or as an addition to the Board, but not so as to increase the number of Directors beyond the maximum fixed by the regulations for the time being of the Company.

BORROWING POWERS

79. The Directors may exercise all the powers of the Company to borrow money, and 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.

POWERS AND DUTIES OF DIRECTORS

80. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in General Meeting subject, nevertheless, to any of these regulations, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting ; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

81. The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

82. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors.

83. The Company may exercise the powers conferred upon the Company by Sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a dominion register, and the Directors may (subject to the provisions of those Sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

84. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act

(2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to

(a) any arrangement for giving any Director security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company ; or

- (b) to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security ; or
- (c) any contract by a Director to subscribe for or underwrite shares or debentures of the Company ; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

(3) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director ; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

85. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by Resolution determine.

86. The Directors shall cause Minutes to be made in books provided for the purpose

- (a) of all appointments of officers made by the Directors ;
- (b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors ;
- (c) of all Resolutions and proceedings at all meetings of the Company, and of the Directors, and of Committees of Directors ;

and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.

87. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS

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

89. The office of Director shall be vacated, if the Director

- (a) ceases to be a Director by virtue of Sections 182 or 185 of the Act ; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally ; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act ; or
- (d) becomes of unsound mind ; or
- (e) resigns his office by notice in writing to the Company ; or
- (f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period ; or
- (g) ceases to be either a Director or member of the staff of National Westminster Bank Limited ; or
- (h) be removed from office by Resolution of the Company in General Meeting.

PROCEEDINGS OF DIRECTORS

90. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes.

In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

91. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

92. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

93. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office ; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

94. The Directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit ; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

95. A Committee may elect a Chairman of its meetings ; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

96. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

97. All acts done by any meeting of the Directors or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

98. A Resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

ALTERNATE DIRECTORS

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

SECRETARY

100. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit ; and any Secretary so appointed may be removed by them.

101. No person shall be appointed or hold office as Secretary who is

- (a) the sole Director of the Company ; or
- (b) a corporation, the sole director of which is the sole Director of the Company ; or
- (c) the sole director of a corporation which is the sole Director of the Company.

102. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

103. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a

Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by two Directors.

DIVIDENDS AND RESERVE

104. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

105. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

106. No dividend shall be paid otherwise than out of profits.

107. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

108. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

109. The Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

110. Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such Resolution, and where any difficulty arises in regard to such distribution, the Directors may settle

the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

111. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one, two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

112. No dividend shall bear interest against the Company.

ACCOUNTS

113. The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure takes place, all business transacted by the Company and the assets and liabilities of the Company.

114. The books of account shall be kept at the Registered Office of the Company, or, subject to Section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

115. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

116. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such Profit and Loss Accounts, Balance Sheets, Group Accounts (if any) and Reports as are referred to in those Sections.

117. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors' Report shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debentures of the Company and to every person registered under Regulation 31. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

118. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss Account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other and the Directors shall give effect to such Resolution :

Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

119. Whenever a Resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved

to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

120. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

121. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter will be delivered in the ordinary course of post.

122. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members in respect of the share.

123. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

124. Notice of every General Meeting shall be given in any manner hereinbefore authorised to :

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them ;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
- (c) the Auditor for the time being of the Company.

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

WINDING UP

125. If the Company shall be wound up the liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

126. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (n) of the proviso to Section 205 of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

Names, Addresses and Descriptions of Subscribers

[Signature] ✓

3, THROGMORTON AVENUE,
LONDON, E.C.2. SOLICITOR

C Chen ✓

3, THROGMORTON AVENUE,
LONDON, E.C.2. SOLICITOR

Dated 23rd May 1973. ✓

Witness to the above signatures:-

L. C. Almond,
3 Throgmorton Avenue,
London EC2N 2DA

Secretary



CERTIFICATE OF INCORPORATION

No. 1117900

I hereby certify that

WESCARIS NOMINEES LIMITED

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

Given under my hand at London the 12th June 1973

N Taylor
(N. TAYLOR)

Assistant Registrar of Companies

30/9
THE COMPANIES ACTS 1948 to 1981

1,117,900
51

COMPANY LIMITED BY SHARES

Special Resolution

of

WESCARIS NOMINEES
LIMITED

Passed 13 JUL 1983

At an Annual General Meeting of the above named Company held at 41 Lothbury, London EC2P 2BP on 13 JUL 1983 the following Resolution was passed as a Special Resolution pursuant to the Companies Act 1981:

That in accordance with the provisions of Section 12 Sub-Sections (2) and (4) of the Companies Act 1981, the Company being a dormant company within the meaning of the said Section, Section 14(1) of the Companies Act 1976 shall not apply and accordingly no auditors shall be appointed.



P. J. Birtles

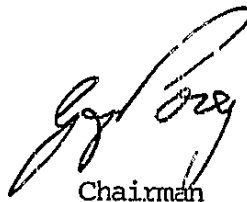
ASSISTANT SECRETARY

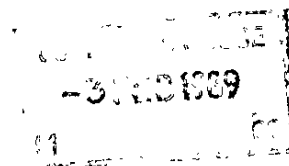
Companies Act 1985
Company Limited by shares
Special Resolution
of
Wescaris Nominees Limited

Passed on 2nd day of February 1989

At an Extraordinary General Meeting of Wescaris Nominees Limited held on 2 February 1989 at 41, Lothbury, London EC2P 2BP the following resolution was proposed and passed as a SPECIAL RESOLUTION:-

THAT, the regulations set forth in the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of all the existing Articles of Association thereof.


Chairman



A PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

WESCARIS NOMINEES LIMITED

(adopted by Special Resolution passed on 2 February 1989)

General

1.(A) The Regulations contained or incorporated in Table A prescribed at the date of adoption of these Articles for the purposes of Section 8 of the Companies Act 1985 (such Table being hereinafter referred to as 'Table A') shall apply to the Company (save in so far as they are excluded or modified hereby) and such Regulations (save as so excluded or modified) and the Articles hereinafter contained shall be the Regulations of the Company. The Regulations contained in any former enactment applicable to the Company shall not apply. References herein to 'Regulations' and 'Articles' are to Regulations of Table A and the Articles hereinafter contained respectively unless otherwise stated. Words and expressions to which a particular meaning is ascribed in or by virtue of Table A shall bear the same respective meanings in these Articles.

(B) In these Articles the expression 'the Act' means the Companies Act 1985 but a reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. The Company is a private company and, accordingly, it may not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

Share Capital

3. Subject to the provisions of the act the directors are hereby authorised to exercise the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued to such persons (including any directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the Company in general meeting and to the terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act.

4. Section 89(1) of the Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the directors pursuant to the Act.

Transfer of Shares

5. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not a fully paid share, and Regulation 24 shall not apply.

Purchase of Own Shares

6. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or of the holder thereof, such redemption to be effected on such terms and in such manner as the Company by resolution subject to the Act may prescribe. Regulation 3 shall not apply.

7. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into in pursuance of this Article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into in pursuance of this Article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company in pursuance of this Article. Regulation 35 shall not apply.


Notice of General Meetings

8. Notice of any general meeting need not be given to the directors in their respective capacities as such. Regulation 38 shall be modified accordingly.

Number of Directors

9. Unless and until otherwise determined by ordinary resolution of the Company, the directors (other than alternate directors) shall be not less than two nor more than twenty in number. Regulation 64 shall not apply.

10. If the number of directors is reduced below the minimum number fixed in accordance with these Articles, the directors or director for the time being may act for the purpose of filling up vacancies in their number or of calling a general meeting of the Company, but not for any other purpose. If there be no director or directors able and willing to act, then any two members may summon a general meeting for the purpose of appointing directors. Regulation 90 shall not apply.



Alternate Directors

11.(a) A director, or any such other person as is mentioned in Regulation 65, may act as an alternate director to represent more than one director. An alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director.

(b) An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 shall be modified accordingly.

(c) An alternate director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other directors of the Company and each alternate director whilst so acting shall exercise and discharge all the functions, powers and duties of the directors whom he represents and shall without prejudice to the generality of the foregoing be entitled, in the absence from the United Kingdom of the director appointing him, to sign on his behalf a resolution in writing of the directors. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director and Regulation 67 shall not apply.

(d) The following words shall be added at the end of Regulation 89, namely; 'For the purposes of this regulation an alternate shall be counted in a quorum separately in respect of each of the directors for whom he has been appointed alternate but so that no less than two individuals shall constitute a quorum'.


Delegation of Directors' Powers

12. The directors may delegate any of their powers to committees consisting of such persons (whether directors or not) as they think fit. Regulation 72 shall be modified accordingly.

Appointment and Retirement of Directors

13. The holders or holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may, by memorandum in writing signed by him or them or by their duly authorised attorneys (of in the case of a member being a company, signed by one of its directors or officers on its behalf) or in such other form as the directors may accept, and delivered at the registered office of the Company or at a meeting of the directors, or the Company may by resolution in general meeting, at any time or from time to time appoint any person to be a director of the Company or remove any director from office.

14. The directors shall not be obliged to retire from office by rotation and Regulations 73 to 75, the words 'and may also determine the rotation in which any additional directors are to retire' in Regulation 78, the last two sentences of Regulation 79 and the last sentence of Regulation 84 shall not apply.



Disqualification of Directors

15. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 but also if he is removed from office pursuant to these Articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder) or injury of managing or administering any property or affairs of his own or of the Company and the directors resolve that his office be vacated. Regulation 81 shall be modified accordingly.

16. The appointment of any person to any office pursuant to Regulation 84 may at any time be revoked by the directors, without prejudice to any rights of the holder of such office in respect of such revocation.

17. There shall not be any age limit for directors and Section 293(1) to (6) of the Act shall not apply to the Company. Regulation 81(a) shall be modified accordingly.

Proceedings of Directors

18. A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notices of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. The third sentence of Regulation 88 shall not apply.

19. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that Section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. If he shall vote on any such resolution as aforesaid his vote shall be counted and in relation to any such resolution he shall (whether or not he shall have voted on it) be taken into account in calculating the quorum present at the meeting. Regulation 94 shall not apply.

20. The directors may dispense with the keeping of attendance books for meetings of the directors or committees of the directors. Regulation 100 shall be modified accordingly.

21. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Regulation 71 shall not apply.

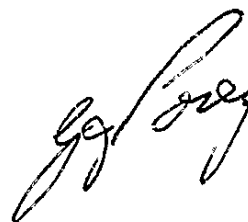


Notices

22. The words 'unless the contrary is proved' shall be omitted from the second sentence of Regulation 115 and the figure '24' shall be inserted in substitution for the figure '48' in the second sentence of that Regulation. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.

Indemnity

23. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 shall not apply.

A handwritten signature in dark ink, appearing to be 'G. J. Long', is written in a cursive style.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

15

Memorandum

AND

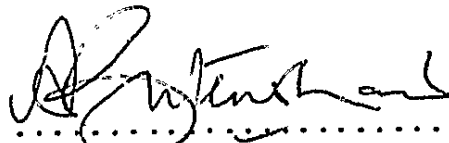
Articles of Association

OF

WESCARIS NOMINEES LIMITED

Incorporated the 12th day of June, 1973

Lodged in accordance with Section 18 of the
Companies Act 1985


.....
Director

TRATERS SMITH, BRAITHWAITE & CO.,
3, THROGMORTON AVENUE,
LONDON, EC2 2DA.



CERTIFICATE OF INCORPORATION

No. 1117900

I HEREBY CERTIFY, that WESCARIS NOMINEES LIMITED is this day Incorporated under the Companies Acts 1948 to 1967 and that the Company is LIMITED.

GIVEN under my hand at London the 12th day of June, One thousand nine hundred and seventy-three.

N. TAYLOR,
Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
WESCARIS NOMINEES LIMITED

1. The name of the Company is " WESCARIS NOMINEES 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 act as nominee or agent or attorney of or for any person or persons, company, corporation, government, state, colony, province, dominion, sovereign, or any body or authority, supreme, municipal, public, local or otherwise.
 - (b) to acquire, accept, and hold, whether for the account of third parties or otherwise, and sell, exchange, manage, develop, deal with, and turn to account any real and personal property of all kinds, and in particular stocks, shares, debentures, debenture stock, bonds, annuities, securities, obligations and investments of every class and description, and also insurance policies of all classes, mortgages and other similar securities, and any interest in real or personal property.
 - (c) To procure the Company to be registered or recognised in any foreign country or place, and to obtain any Act of Parliament, provisional order, enactment, decree, or other legislative or executive act of any government, state, colony, province, dominion, sovereign, or body, or authority, supreme, municipal, public, local or otherwise, for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.
 - (d) to do all or any of the above things in any part of the world, and as principals, agents, contractors, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
 - (e) to do all such other things as are incidental or conducive to the attainment of the above objects.
4. The liability of the members is limited.
5. The Share Capital of the Company is £100, divided into 100 shares of £1 each, with power to increase and to divide the shares in the Capital of the Company for the time being, whether original or increased, and whether issued or not, into several classes, and to attach thereto respectively any preferential, qualified, special or deferred rights, privileges and conditions.

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>R. H. V. DIXON, 3, Throgmorton Avenue, London, EC2N 2DA. Solicitor.</p>	<p>1 (One)</p>
<p>C. C. BELL, 3, Throgmorton Avenue, London, EC2N 2DA.</p>	<p>1 (One)</p>

DATED this 23rd day of May, 1973.

WITNESS to the above signatures:—

L. C. ALMOND,

3, Throgmorton Avenue,

London, EC2N 2DA.

Secretary.

A PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

WESCARIS NOMINEES LIMITED

(adopted by Special Resolution passed on 2 February 1989)

General

1.(A) The Regulations contained or incorporated in Table A prescribed at the date of adoption of these Articles for the purposes of Section 8 of the Companies Act 1985 (such Table being hereinafter referred to as 'Table A') shall apply to the Company (save in so far as they are excluded or modified hereby) and such Regulations (save as so excluded or modified) and the Articles hereinafter contained shall be the Regulations of the Company. The Regulations contained in any former enactment applicable to the Company shall not apply. References herein to 'Regulations' and 'Articles' are to Regulations of Table A and the Articles hereinafter contained respectively unless otherwise stated. Words and expressions to which a particular meaning is ascribed in or by virtue of Table A shall bear the same respective meanings in these Articles.

(B) In these Articles the expression 'the Act' means the Companies Act 1985 but a reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. The Company is a private company and, accordingly, it may not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

Share Capital

3. Subject to the provisions of the act the directors are hereby authorised to exercise the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued to such persons (including any directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the Company in general meeting and to the terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act.

4. Section 89(1) of the Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the directors pursuant to the Act.

Transfer of Shares

5. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not a fully paid share, and Regulation 24 shall not apply.

Purchase of Own Shares

6. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or of the holder thereof, such redemption to be effected on such terms and in such manner as the Company by resolution subject to the Act may prescribe. Regulation 3 shall not apply.

7. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into in pursuance of this Article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into in pursuance of this Article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company in pursuance of this Article. Regulation 35 shall not apply.

Notice of General Meetings

8. Notice of any general meeting need not be given to the directors in their respective capacities as such. Regulation 38 shall be modified accordingly.

Number of Directors

9. Unless and until otherwise determined by ordinary resolution of the Company, the directors (other than alternate directors) shall be not less than two nor more than twenty in number. Regulation 64 shall not apply.

10. If the number of directors is reduced below the minimum number fixed in accordance with these Articles, the directors or director for the time being may act for the purpose of filling up vacancies in their number or of calling a general meeting of the Company, but not for any other purpose. If there be no director or directors able and willing to act, then any two members may summon a general meeting for the purpose of appointing directors. Regulation 90 shall not apply.

Alternate Directors

11.(a) A director, or any such other person as is mentioned in Regulation 65, may act as an alternate director to represent more than one director. An alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director.

(b) An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 shall be modified accordingly.

(c) An alternate director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other directors of the Company and each alternate director whilst so acting shall exercise and discharge all the functions, powers and duties of the directors whom he represents and shall without prejudice to the generality of the foregoing be entitled, in the absence from the United Kingdom of the director appointing him, to sign on his behalf a resolution in writing of the directors. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director and Regulation 67 shall not apply.

(d) The following words shall be added at the end of Regulation 89, namely; 'For the purposes of this regulation an alternate shall be counted in a quorum separately in respect of each of the directors for whom he has been appointed alternate but so that no less than two individuals shall constitute a quorum'.

Delegation of Directors' Powers

12. The directors may delegate any of their powers to committees consisting of such persons (whether directors or not) as they think fit. Regulation 72 shall be modified accordingly.

Appointment and Retirement of Directors

13. The holders or holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may, by memorandum in writing signed by him or them or by their duly authorised attorneys (of in the case of a member being a company, signed by one of its directors or officers on its behalf) or in such other form as the directors may accept, and delivered at the registered office of the Company or at a meeting of the directors, or the Company may by resolution in general meeting, at any time or from time to time appoint any person to be a director of the Company or remove any director from office.

14. The directors shall not be obliged to retire from office by rotation and Regulations 73 to 75, the words 'and may also determine the rotation in which any additional directors are to retire' in Regulation 78, the last two sentences of Regulation 79 and the last sentence of Regulation 84 shall not apply.

Disqualification of Directors

15. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 but also if he is removed from office pursuant to these Articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder) or injury of managing or administering any property or affairs of his own or of the Company and the directors resolve that his office be vacated. Regulation 81 shall be modified accordingly.

16. The appointment of any person to any office pursuant to Regulation 84 may at any time be revoked by the directors, without prejudice to any rights of the holder of such office in respect of such revocation.

17. There shall not be any age limit for directors and Section 293(1) to (6) of the Act shall not apply to the Company. Regulation 81(a) shall be modified accordingly.

Proceedings of Directors

18. A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notices of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. The third sentence of Regulation 88 shall not apply.

19. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that Section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. If he shall vote on any such resolution as aforesaid his vote shall be counted and in relation to any such resolution he shall (whether or not he shall have voted on it) be taken into account in calculating the quorum present at the meeting. Regulation 94 shall not apply.

20. The directors may dispense with the keeping of attendance books for meetings of the directors or committees of the directors. Regulation 100 shall be modified accordingly.

21. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Regulation 71 shall not apply.

Notices

22. The words 'unless the contrary is proved' shall be omitted from the second sentence of Regulation 115 and the figure '24' shall be inserted in substitution for the figure '48' in the second sentence of that Regulation. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.

Indemnity

23. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 shall not apply.

Registered No: 1117102

Companies Act 1985 to 1989

Private Company Limited by Shares

WESCARIS NOMINEES LIMITED

ELECTIVE RESOLUTIONS

Passed on 14th day of March 1991

At an Annual General Meeting of WESCARIS NOMINEES LIMITED held on 14th March 1991 at 41 Lothbury, London EC2P 2BP the following resolutions were proposed and passed as ELECTIVE RESOLUTIONS:-

- "a) THAT in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended) the Company does hereby dispense with the laying of accounts and reports before the Company in general meeting in respect of the year ending 31 December 1991 and subsequent financial years.
- b) THAT in accordance with the provisions of Section 366A of the Companies Act 1985 (as amended) the Company does hereby dispense with the holding of the annual general meeting for 1992 and subsequent years.
- c) THAT in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended) the Company does hereby dispense with the obligation to appoint auditors notwithstanding the passing of the Special Resolution dated 13 July 1983 dispensing with the re-appointment of auditors in accordance with Section 252 of the Companies Act 1985 (unamended) now Section 252 of the Companies Act 1985 (as amended by Section 14 of the Companies Act 1989)."

Chairman

