

1156367

number of company

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of

**compliance with the requirements
of the Companies Act 1948
on application for
registration of a company**

pursuant to section 15 (2) of the Companies Act 1948

I, Maria Pashali,of Jordan House, 47, Brunswick Place, London, N1 6EE

DO SOLEMNLY & SINCERELY DECLARE that I am:—

*a person NAMED IN THE ARTICLES of Association as a Secretary

of

(2)

CREWEL

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 310 Minswell Hill Broadway,
London, N.10.

the 31st day of October 19 73

before me

A Commissioner for Oaths

NOTE: By Section 11(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Jordan & Sons Limited

Jordan House, 47 Brunswick Place,
London N1 6EE

Telephone: 01-253 3030 Telex: 261010

Presented by

Presenter's Reference..

20808/1.

£ 20.00.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

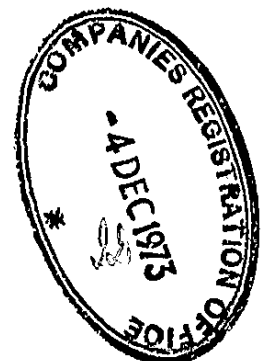
MEMORANDUM OF ASSOCIATION OF

CREWEL LIMITED ✓

1156367/3

1. The name of the Company is "CREWEL 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 acquire, hold and deal in shares, stocks, debenture stock, bonds, commodity futures, antiques, jewellery, works of art, prints, pictures, publications and objets d'art generally and other securities issued or guaranteed by any company, and debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any government sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad; to acquire any such shares, stock, debentures, debenture stock, bonds, obligations or other securities, by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof; to facilitate and encourage the creation, issue or conversion of shares, stocks, debentures, debenture stock, bonds, obligations, and other securities, and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies; to enter into, assist or participate in mining, prospecting and speculative ventures, and financial, commercial, mercantile, industrial, and other transactions, undertakings and businesses of every description, and to carry on develop and extend the same or sell, dispose of or otherwise turn the same to account.



(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

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2

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

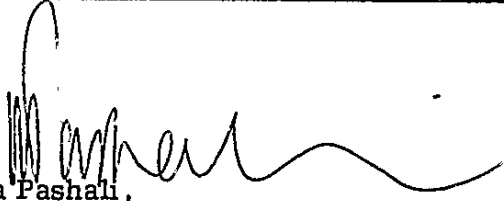

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited. ✓

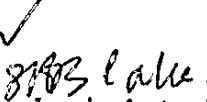
5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. ✓

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

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
 Maria Pashali, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager	One
 Patricia Martin, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager.	One

Dated 31st Oct 1973

Witness to the above signatures: -


Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

1156367/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
CREWEL ✓

LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company. ✓

2. The First Secretary of the Company shall be Miss Maria Pashali. ✓

Names, addresces and descriptions of Subscribers



Maria Pashali,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Commercial Manager.

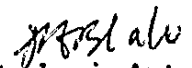


Patricia Martin,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Commercial Manager.

Dated 31st Oct 19 73.

Witness to the above signatures: -


Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.



CERTIFICATE OF INCORPORATION

No. 1156367

I hereby certify that

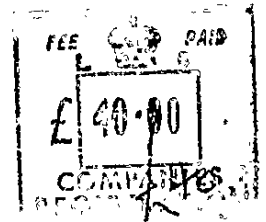
CREWEL LIMITED

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

Given under my hand at London the 10th January 1974

N Taylor
N. TAYLOR

Assistant Registrar of Companies



Company No. 1156367

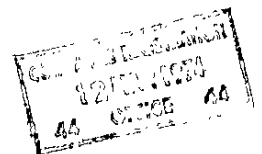
19.

Crewel Limited

At an Extraordinary General Meeting of the Company held on 7th March, 1974 it was resolved as a Special Resolution that the name of the Company be changed to S.A.C. Reprographics Limited.

P. J. Allen

Chairman





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

1156367 / 10

I hereby certify that

CRENEL LIMITED

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

S.A.C. REPROGRAPHICS LIMITED

Given under my hand at London the

17TH APRIL 1974

N. TAYLOR

Assistant Registrar of Companies



G.172

Number of Company: 1156367 | 11

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION
(Pursuant to Section 141 of the Companies Act 1948)

OF

CREWEL LIMITED

Passed on the 10th day of January, 1974.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Jordan House, 47, Brunswick Place, London, N1 6EE, on the 10th day of January, 1974, the following SPECIAL RESOLUTION was duly passed.

That the Memorandum of Association of the Company be modified by omitting sub-clause (a) of Clause 3 and by substituting the following sub-clause in lieu thereof namely:-

- (a) To carry on all or any of the businesses of agents for the sale of, manufacturers, servicers, maintainers, repairers, hirers, letters on hire and dealers in miniaturising and microfilm cameras and equipment, and to provide microfilming facilities; dealers in general stationery, typewriters, adding and calculating machines, tape recorders, duplicating machines, computer stationery equipment and accessories, microfiche readers, cash registers, filing cabinets, safes, cash and deed boxes, counter and display equipment and accessories, racks, stands, sectional cabinets and bookcases, microfilms, loose leaf account and record books and every description of office machines, furniture, accessories, appliances, and fittings; wholesale and retail stationers, printers, publishers, engravers, proprietors and operators of duplicating and copying agencies, general merchants, agents and traders; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

[Signature]
CHAIRMAN.



No. of Company 1156367

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

CREWEL LIMITED

(Incorporated the 10th day of January, 1974)

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47, Brunswick Place, London N1 6EE

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

CREWEL LIMITED

(As altered by Special Resolution passed on the 10th day of January 1974.)

1. The name of the Company is "CREWEL LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(a) To carry on all or any of the businesses of agents for the sale of, manufacturers, servicers, maintainers, repairers, hirers, letters on hire and dealers in miniaturising and microfilm cameras and equipment, and to provide microfilming facilities; dealers in general stationery, typewriters, adding and calculating machines, tape recorders, duplicating machines, computer stationery equipment and accessories, microfiche readers, cash registers, filing cabinets, safes, cash and deed boxes, counter and display equipment and accessories, racks, stands, sectional cabinets and bookcases, microfilms, loose leaf account and record books and every description of office machines, furniture, accessories, appliances and fittings wholesale and retail stationers, printers, publishers, engravers, proprietors and operators of duplicating and copying agencies, general merchants, agents and traders; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

DECLARATION
WE HEREBY CERTIFY that this printed copy of the Memorandum of Association of the Company has been made up in accordance with the requirements of the European Communities Act 1972.

DATED 23/7/74
P. E. JORDAN & SONS LIMITED

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

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

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

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
<p>Maria Pashali, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager.</p>	<p>One</p>
<p>Patricia Martin, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager.</p>	<p>One</p>

Dated this 19th day of November, 1973.

Witness to the above signatures: - Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

CERTIFICATION

WE HEREBY CERTIFY that this print
incorporates all alterations made to
this Company's Articles of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Companies Act 1972.

DATED 23/7/74 SM
p.p. JORDAN & SONS LIMITED

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CREWEL LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.
2. The first Secretary of the Company shall be Miss Maria Pashali.

Names, addresses and descriptions of Subscribers

Maria Pashali,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Commercial Manager.

Patricia Martin,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

Commercial Manager.

Dated this 19th day of November, 1973.

Witness to the above signatures:- Stephanie Antonia Blake,
Jordan House,
47, Brunswick Place,
London. N1 6EE.

COMPANY NO. 1156367

13

SAC REPROGRAPHICS LIMITED

At an Extraordinary General Meeting of the Company held on 20th. January, 1975 it was resolved as an ordinary resolution of the Company that the share capital be increased from £100 to £1,000 by the creation of an additional 900 shares of £1 each ranking pari passu with the existing share capital of the company.

P. J. Allen

Chairman



No. of Company

1156367/14

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company SAC RETROGRAPHICS Limited^{*}

hereby gives you notice that by ordinary ~~extraordinary~~ ~~special~~^{**} resolution of the company dated the 20 January 1975, the nominal capital of the company has been increased by the addition thereto of a sum of £ 900 beyond the registered capital of £ 100

The additional capital is divided as follows:-

Number of shares

900

Class of share

ordinary

Nominal amount of each share

£1

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

(If any of the shares are preference shares state whether they are redeemable or not)

Signed x P.W. Lueder

State whether

Director or Secretary DIRECTOR

Date 25-2-75

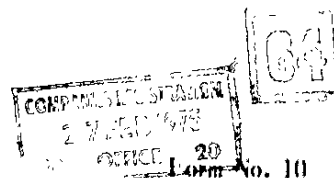
* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by:

Precedor's reference:



NOTES

The Notice and a copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution.

Registration fees payable on an increase of share capital

No additional registration fees are payable if the new total of nominal capital does not exceed £2000. Any increase in the nominal capital which brings the total above this figure of £2000 attracts an additional fee as follows:-

£1	for every £1,000 or part £1,000 from £	2,001 - £	5,000
25p	" " £1,000 " "	£1,000 from £	5,001 - £100,000
5p	" " £1,000 " "	£1,000 from £100,001 -	£525,000

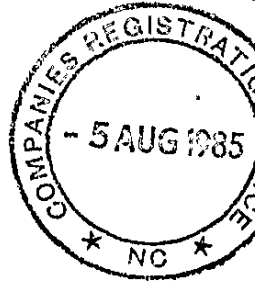
No fee is payable for increases beyond £525,000

No 1156367

136

THE COMPANIES ACT 1985,

SPECIAL RESOLUTION



S.A.C. REPROGRAPHICS LIMITED

At an Extraordinary General Meeting of the members of S.A.C. Reprographics Limited held at Brunswick House on Friday 26 July 1985, it was resolved as a Special Resolution of the Company:

'That the name of the Company be changed to:

S.A.C. CONSULTANTS GROUP LIMITED

R.W. Smalley
Chairman

26 July 1985
Date



LH04DS. 0100

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1156367 / 37

I hereby certify that


S.A.C. REPROGRAPHICS LIMITED

having by special resolution changed its name, is now

incorporated under the name of

S.A.C. CONSULTANTS GROUP LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 13TH AUGUST 1985


MRS C R WILLIAMS

an authorised officer

No 1156367

39



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

S.A.C. CONSULTANTS GROUP LIMITED

At an Extraordinary General Meeting of the members of S.A.C. Consultants Group Limited held at Brunswick House, Upper York Street, Bristol on Tuesday 20 August 1985, it was RESOLVED as a Special Resolution of the Company:

'That the name of the Company be changed to:

S.A.C. CONSULTANTS LIMITED'

R.W. Smucker

Chairman

20th August 1985

Date



LH04DS.

010298

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1156367 / 40

I hereby certify that

S.A.C. CONSULTANTS GROUP LIMITED

having by special resolution changed its name, is now

incorporated under the name of

S.A.C. CONSULTANTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 4TH SEPTEMBER 1985

D. G. Blackstock
D. G. BLACKSTOCK

an authorised officer

THE COMPANIES ACT 1985

S.A.C. CONSULTANTS LIMITED

Registered No: 1156367

43
Ø1

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the above Company, duly convened and held on the 11th day of November 1985 the following Resolution was passed as a Special Resolution:

"That the Articles of Association produced to the Meeting and for the purposes of identification signed by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof."



Company Secretary



K.W. Fiedler

ARTICLES OF ASSOCIATION of
[S.A.C. CONSULTANTS] LIMITED
As at [11 November] 1985

The Companies Act 1985
Company Limited by Shares
No. [1156367]

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act 1948 [or other Act as in force at date of incorporation] shall not apply to the Company, but, subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985, as in force at the date of the adoption of these Articles (in these Articles hereafter referred to as "Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - in regulation 24: the words "which is not a fully paid"; in regulation 62(a): the words "not less than 48 hours"; in regulation 62(c): the words "not less than 24 hours"; in regulation 88: the last sentence; regulation 93; regulations 94 to 98 inclusive.

SHARES

3. Subject to the provisions of the Companies Act 1985 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

DIRECTORS

4. A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

ALTERNATE DIRECTORS

- 5.(1) At the end of regulation 67 of Table A, as applicable to the Company, there shall be added the following sentence -

"The appointment of an alternate director shall also determine automatically on the happening of any event which if he were a director would cause him to vacate his office as director".

- (2) At the end of the regulation 66 of Table A, as applicable to the Company, there shall be added the following sentence -

"A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or 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, but he shall count as only one for the purpose of determining whether a quorum is present."

CO. REGS. REGISTR.
15
-7 JAN 19
F/B
OFFICE

K.W. Fines

INTEREST OF DIRECTORS

6. A director may vote on any resolution concerning a transaction or arrangement with the Company or in which the Company is interested, or concerning any other matter in which the Company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the Company, and he may retain for his own absolute use and benefit all profits and advantages accruing to him in respect of that transaction, arrangement or matter.

APPOINTMENT AND REMOVAL OF DIRECTORS

7.(1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 81 of Table A) hold office until he is removed pursuant to Article 7(1).

(3) While the Company is a subsidiary, regulations 73 to 80 (inclusive) of Table A shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

8.(1) A resolution which has been agreed upon by all the directors for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) that committee of the directors duly convened and held, and for this purpose -

- (a) a resolution to which an alternate director has agreed need not also be agreed to by his appointor; and
- (b) a resolution to which a director who has appointed an alternate director has agreed need not also be agreed to by the alternate director in that capacity.

(2) Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.

RESOLUTIONS of
SAC CONSULTANTS LIMITED

01
No. 1156367

144

Passed 13 February 1986

At an Extraordinary General Meeting of the Company held on
13 February 1986 the following resolution was passed as a
Special Resolution:-

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be altered
with respect to the objects of the Company by the deletion
of clause 3 thereof and the substitution thereof of the
clause produced to the meeting and signed for identification
by the Chairman of the meeting.

R. W. Smedley
.....
Director

Presented by: FRESHFIELDS (Ref: JNB/JHC/RSA)
Grindall House
25 Newgate Street
LONDON EC1A 7LH



SAC Consultants Limited

Registered Number 1156367

R. W. Fiedler

3. The objects for which the Company is established are:-

- (A) To carry on the business of a holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business including (but without being limited to) companies carrying on any of the businesses referred to in paragraphs (D) and (E) below, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
- (B) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.



- (D) To carry on the business of designers, including without limitation design engineers, and of providers of engineering and design services of all kinds, including (without limitation) computer aided design, the design of structures, control systems, mechanical systems, test rigs, gas turbines, instrumentation, production tooling, weapons, electronic circuits and components, power stations and safety and monitoring equipment, technical support, stress and weight engineering, fatigue analysis, procurement specification, project management, technical publishing and the production, assembly and testing of components and structures.
- (E) To carry on the business of supplying the services of personnel to carry out any business or activity which may be carried on by the Company.
- (F) To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the Board of Directors directly or indirectly to advance the interests of the Company.
- (G) To carry on any other trade or business whatever which, in the opinion of the Board of Directors, can be advantageously carried on in connection with or ancillary to any of the above mentioned businesses or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (H) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem desirable to the Board of Directors for the purpose of the Company's affairs.

- (I) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.
- (J) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.
- (K) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the Board of Directors directly or indirectly to advance the interests of the Company.
- (L) To draw, make, accept, indorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (M) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the

Board of Directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.

- (N) To apply for, promote and obtain any Act of Parliament, Charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the Board of Directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (O) To sell, lease, dispose of, grant rights over or otherwise deal with the undertaking, property or assets of the Company or any part thereof on such terms as the Board of Directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.
- (P) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the Board of Directors think fit.
- (Q) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on, all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for

brokerage, commission and underwriting in respect of any such issue upon such terms as the Board of Directors may decide.

- (R) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.
- (S) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Board of Directors of the Company may think fit.
- (T) To raise or borrow money in such manner as the Board of Directors may think fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and upon such terms and conditions as the Board of Directors may think fit.
- (U) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms and conditions as the Board of Directors may think fit.
- (V) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.
- (W) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it may seem to

the Board of Directors to be in the interests of the Company or its members to contribute to or support.

- (X) To do all or any of the above things in any part of the world whether as principals or agents or trustees or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
- (Y) To do all such other things as may be considered by the Board of Directors to further the interests of the Company or to be incidental or conducive to the attainment of the above objects or any of them.
- (Z) To procure the Company to be registered or recognized in any part of the world.

And it is hereby declared that (a) the objects set forth in each subclause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

45

Delivered pursuant to
Section 6(1)(a), Companies Act 1985

N. A. Heenan
Secretary

13 February 1986

Presented by: FRESHFIELDS
[ref: MMM/JHC/RSA]
Grindall House
25 Newgate Street
London EC1A 7LH



THE COMPANIES ACTS 1948 to 1967
AND THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

S.A.C. CONSULTANTS LIMITED

1. The name of the Company is "CREWEL LIMITED."*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on the business of a holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business including (but without being limited to) companies carrying on any of the businesses referred to in paragraphs (D) and (E) below, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
 - (B) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
 - (C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the

*Name changed to S.A.C. REPROGRAPHICS LIMITED on 17 April 1974 and to S.A.C. CONSULTANTS GROUP LIMITED on 13th August 1985 and to S.A.C. CONSULTANTS LIMITED on 4 September 1985.



generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

- (D) To carry on the business of designers, including without limitation design engineers, and of providers of engineering and design services of all kinds, including (without limitation) computer aided design, the design of aerospace structures, control systems, mechanical systems, test rigs, gas turbines, instrumentation, production tooling, weapons, electronic circuits and components, power stations and safety and monitoring equipment, technical support, stress and weight engineering, fatigue analysis, procurement specification, project management, technical publishing and the production assembly and testing of components and structures.
- (E) To carry on the business of supplying the services of personnel to carry out any business or activity which may be carried on by the Company.
- (F) To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the Board of Directors directly or indirectly to advance the interests of the Company.
- (G) To carry on any other trade or business whatever which, in the opinion of the Board of Directors, can be advantageously carried on in connection with or ancillary to any of the above mentioned businesses or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (H) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem desirable to the Board of Directors for the purpose of the Company's affairs.

- (I) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.
- (J) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.
- (K) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the Board of Directors directly or indirectly to advance the interests of the Company.
- (L) To draw, make, accept, indorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (M) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the Board of Directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.
- (N) To apply for, promote and obtain any Act of Parliament, Charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or

authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the Board of Directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

- (O) To sell, lease, dispose of, grant rights over or otherwise deal with the undertaking, property or assets of the Company or any part thereof on such terms as the Board of Directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.
- (P) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the Board of Directors think fit.
- (Q) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on, all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue upon such terms as the Board of Directors may decide.
- (R) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.
- (S) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Board of Directors of the Company may think fit.

- (T) To raise or borrow money in such manner as the Board of Directors may think fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and upon such terms and conditions as the Board of Directors may think fit.
- (U) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms and conditions as the Board of Directors may think fit.
- (V) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.
- (W) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it may seem to the Board of Directors to be in the interests of the Company or its members to contribute to or support.
- (X) To do all or any of the above things in any part of the world whether as principals or agents or trustees or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
- (Y) To do all such other things as may be considered by the Board of Directors to further the interests of the Company or to be incidental or conducive to the attainment of the above objects or any of them.
- (Z) To procure the Company to be registered or recognized in any part of the world.

And it is hereby declared that (a) the objects set forth in each subclause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified,

or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the Members is limited.

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

*At 13 February 1986 the share capital is £1000 divided into 1000 shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
Maria Pashali Jordan House 47 Brunswick Place London N1 6EE Commercial Manager	One
Patricia Martin Jordan House 47 Brunswick Place London N1 6EE Commercial Manager	One

Dated this 19th day of November, 1973.

Witness to the above signatures:- Stephanie Antonia Blake
Jordan House
47 Brunswick Place
London N1 6EE

1156367

46

SAC CONSULTANTS LIMITED

Registered No. 1156367

Minutes of an Extraordinary General Meeting of the Company held
at The Registered Office on 30 April 1986 at 9.00 am.

Present: Mr R W Smedley - Chairman
SAC International plc
(by W T Neen its authorised representative)

In attendance: Mrs J A Heaman - Company Secretary

NOTICE AND QUORUM

1. There being a quorum present, the Notice of the Meeting and the consent to the calling of the Meeting of short notice were taken as read.

SPECIAL RESOLUTION

2. The resolution set out in the Notice convening the Meeting was put to the Meeting as a Special Resolution and on a show of hands the Chairman declared the resolution to have been duly and unanimously passed as a Special Resolution.

CLOSING

3. The Chairman signed a print of the Special Resolution and then declared the Meeting closed.

R.W. Smedley
.....

Chairman



NOTICE OF EXTRAORDINARY GENERAL MEETING

S.A.C. CONSULTANTS LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at The Registered Office on 30 April 1986 at 9.00 am for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered by the deletion of Articles 1 and 2 thereof and the substitution therefor of the articles produced to the meeting and signed for identification by the Chairman of the meeting.

By Order of the Board

Secretary:



Registered Office:- Brunswick House
Upper York Street
Bristol BS2 8QB

Dated: 28 April 1986

NOTE: A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not also be a member.

Delivered pursuant to Section 18,
Companies Act 1985

R.W. Smedley Director

Presented by: Freshfields (JNB/JHC/RSA)
Grindall House
25 Newgate Street
London EC1A 7LH

12 MAY 1986



ARTICLES OF ASSOCIATION of
S.A.C. CONSULTANTS LIMITED
As at 11th November 1985

The Companies Act 1985
Company Limited by Shares
No. 1156367

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company, but, subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985, as in force at the date of the adoption of these Articles (in these Articles hereafter referred to as "Table A"), shall apply to the Company.

2. The following provisions of Table A shall not apply to the Company - in regulation 24: the words "which is not fully paid"; in regulation 62(a): the words "not less than 48 hours"; in regulation 62(c): the words "not less than 24 hours"; in regulation 88: the last sentence; regulation 93; regulations 94 to 98 inclusive.

SHARES

3. Subject to the provisions of the Companies Act 1985 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

DIRECTORS

4. A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

ALTERNATE DIRECTORS

5.(1) At the end of regulation 67 of Table A, as applicable to the Company, there shall be added the following sentence -

"The appointment of an alternate director shall also determine automatically on the happening of any event which if he were a director would cause him to vacate his office as director".

(2) At the end of the regulation 66 of Table A, as applicable to the Company, there shall be added the following sentence -

"A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or 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, but he shall count as only one for the purpose of determining whether a quorum is present."

INTEREST OF DIRECTORS

6. A director may vote on any resolution concerning a transaction or arrangement with the Company or in which the Company is interested, or concerning any other matter in which the Company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the Company, and he may retain for his own absolute use and benefit all profits and advantages accruing to him in respect of that transaction, arrangement or matter.

APPOINTMENT AND REMOVAL OF DIRECTORS

7.(1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 81 of Table A) hold office until he is removed pursuant to Article 7(1).

(3) While the Company is a subsidiary, regulations 73 to 80 (inclusive) of Table A shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

8.(1) A resolution which has been agreed upon by all the directors for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) that committee of the directors duly convened and held, and for this purpose -

- (a) a resolution to which an alternate director has agreed need not also be agreed to by his appointor; and

(b) a resolution to which a director who has appointed an alternate director has agreed need not also be agreed to by the alternate director in that capacity.

(2) Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.

S.A.C. CONSULTANTS LIMITED

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company, but, subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985, as in force at the date of the adoption of these Articles (in these Articles hereafter referred to as "Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - in regulation 24: the words "which is not fully paid"; in regulation 62(a): the words "not less than 48 hours"; in regulation 62(c): the words "not less than 24 hours"; in regulation 88: the last sentence; regulation 93; regulations 94 to 98 inclusive.

G

COMPANIES FORM No. 225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1156367

Name of company

* S.A.C. Consultants Limited

* insert full name of company

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

Day Month

3	1	0	8
---	---	---	---

Note

Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3	1	0	8	1	9	8	7
---	---	---	---	---	---	---	---

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

† delete as appropriate

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

The company is a [subsidiary][~~holding company~~]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed [Signature]

Designation† Secretary

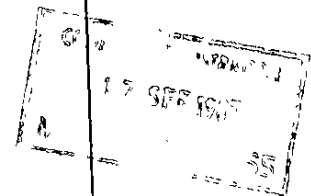
Date 14/9/87

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

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

For official Use
General Section

Post room



COMPANIES FORM No. 225(1)

Notice of new accounting reference
date given during the course of
an accounting reference period

225

(1)

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

To the Registrar of Companies

For official use

Company Number

[I I]

1156367

Name of company

S.A.C. Consultants Limited

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

Day Month

30 06

The current accounting reference period of the company is to be treated as shortened and will come to an end on:

Day Month Year

30 06 90

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

The company is a subsidiary of _____

the accounting reference date of which is _____

Signed S. J. J. J. [Director] [Secretary] Date 17.4.90

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

SAC International
Brunswick House
Upper York Street, Bristol
BS2 8QB

CONSULTANT

For Official Use
General Section

Post Room