

THE COMPANIES ACTS, 1948-1976

26.8.78
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COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

(Adopting Table "A" with Modifications)

OF

DARIGRANGE LIMITED

(A Private Company within the meaning of the above Act)

Incorporated the 9th March 1978

No.1356750

We hereby certify that this print of this Company's memorandum and Articles of Association is lodged in compliance with the requirements of the Section 9 of the European Communities Act 1972.

Dated

29th MARCH, 1978.

CLIFTON SECRETARIAL AGENCY
49, Green Lanes,
London, N.16
Tel: 01-359 3387/3396
(Company Formation Specialists)



Number of } 1356750
Company }

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

DARIGRANGE

LIMITED

Passed 21st March, 1978.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 25 Milk Street, London, EC2V 8JE

on the 21st day of March, 1978, the subjoined
SPECIAL RESOLUTIONS were duly passed, viz.:—
RESOLUTION

see attached

Signature Sarah G. Rutherford

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

Secrecy.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

Resolution One

That the Memorandum of Association be amended in manner following viz:

That the following Clause 3 (A) be substituted for the existing Clause 3 (A):-

(A) To acquire by purchase, lease, concession, grant, licence, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private Company, corporate or unincorporate, policies or insurance and such other property, real or personal, and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for purposes of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account. The objects in this sub-clause set forth are the principal objects of the Company and so that all powers contained in the following sub-clauses are ancillary to the attainment of the objects in the sub-clause set forth and are not additional thereto.

That the final clause of Clause 3 of the Memorandum of Association commencing with the words 'It is hereby declared....' shall be deleted.

Resolution Two

That the Memorandum of Association be amended in manner following, viz:-

That Clause 5 be amended by the following:-

5 (A) That the capital of the Company be re-organised by designating the unissued shares in the capital of the Company numbered 41 to 100 (both numbers inclusive) as 7% Cumulative Non-Voting Preference Shares of £1.00 each, conferring upon the holders thereof the rights attached thereto by the Articles of Association of the Company.

5 (B) That the authorised Share Capital of the Company be increased from £100 to £500, by the creation of 400 7% Cumulative Non-Voting Preference Shares of £1 each ranking "pari passu" with the

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Preference Shares created within the preceding sub-paragraph, and that any rights attaching thereto of the said 7% Cumulative Non-Voting Preference Shares of £1 each be as those referred to in the Articles of Association of the Company.

Resolution Three

That the Articles of Association of the Company be amended in the following way:-

Article 4 be replaced by the following Article 4:

Shares

4 (A) The Share Capital of the Company as at the date of this amendment to these Articles of Association of the Company is £500 divided into 460 7% Cumulative Non-Voting Preference Shares of £1 each and 40 Ordinary Shares of £1 each.

4 (B) The said 7% Cumulative Non-Voting Preference Shares of £1 each shall confer upon the holders thereof the right to a fixed Cumulative Preferential dividend at the rate of 7% (gross) per annum on the Capital for the time being paid up on such shares (such dividend to be paid half yearly on the 1st April and the 1st October in each year) and in a winding up to the Preferential repayment of the capital paid up on such shares together with a sum equal to all arrears and accruals of the said fixed Cumulative Preferential dividend whether earned or declared or not down to the date of such repayment of capital but shall confer no further right to participate in profits or surplus assets and shall rank in priority to all other shares in the Company, and shall confer upon the holders no voting rights of any nature under any circumstance, unless otherwise determined by Special Resolution passed in General Meeting of the Company.

4 (C) The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration and upon such terms and conditions as they may determine, but so that, except as provided by the statutes, no shares shall be issued at a discount.

THE COMPANIES ACTS, 1948-1976

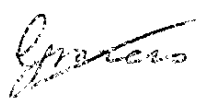
COMPANY LIMITED BY SHARES

1356750/10

Memorandum of Association

OF
DARIGRANGE LIMITED

(As amended by Special Resolutions passed on 21st March 1978)

1. The name of the Company is "
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 by purchase, lease, concession, grant, licence, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private Companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for purposes of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account. The objects in this sub-clause set forth are the principal objects of the Company and so that all powers contained in the following sub-clauses are ancillary to the attainment of the objects in the sub-clause set forth and are not additional thereto.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised, or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in

or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

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

4. The liability of the Members is limited. ✓

5. The authorised share capital of the Company is £500, consisting of 40 Ordinary shares of £1.00 each and 460 7% Cumulative non-voting Preference shares of £1.00 each and that any rights attaching thereto of the said 7% Cumulative non-voting Preference shares of £1.00 each be as those referred to in the Articles of Association of the Company ✓

6. The shares in the original or any increased capital of 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 determine. Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (in words).
S. FELDMAN, 49, Green Lanes, London, N.16. Company Secretary.	One
H. F. FELDMAN, 49, Green Lanes, London, N.16. Secretary.	One

DATED the 21st February 1978

WITNESS to the above Signatures:—

M. GERBER,
631, Green Lanes,
London, N.8.

Accountant.

COMPANY LIMITED BY SHARES

Articles of Association

OF

DARIGRANGE LIMITED

(As amended by Special Resolution passed on 21st March 1978)

File 16

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (as amended) (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:— 24, 53, 58, 60, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 93.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4 (A) The Share Capital of the Company as at the date of this amendment to these Articles of Association of the Company is £500 divided into 460 7% Cumulative Non-Voting Preference Shares of £1 each and 40 Ordinary Shares of £1 each.

4 (B) The said 7% Cumulative Non-Voting Preference Shares of £1 each shall confer upon the holders thereof the right to a fixed Cumulative Preferential dividend at the rate of 7% (gross) per annum on the Capital for the time being paid up on such shares (such dividend to be paid half yearly on the 1st April and the 1st October in each year) and in a winding up to the Preferential repayment of the capital paid up on such shares together with a sum equal to all arrears and accruals of the said fixed Cumulative Preferential dividend whether earned or declared or not down to the date of such repayment of capital but shall confer no further right to participate in profits or surplus assets and shall rank in priority to all other shares in the Company, and shall confer upon the holders no voting rights of any nature under any circumstance, unless otherwise determined by Special Resolution passed in General Meeting of the Company.

4 (C) The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration and upon such terms and conditions as they may determine, but so that, except as provided by the statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.
7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

8. 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 by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands 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.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ten, and the names of the first Directors shall be determined by the Subscribers to the Memorandum of Association of the Company.
10. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SECRETARY

15. The first Secretary of the Company shall be Sidney Feldman.

Names, Addresses and Descriptions of Subscribers
S. FELDMAN, 49, Green Lanes, London, N.16. Company Secretary.
H. F. FELDMAN, 49, Green Lanes, London, N.16 Secretary.

DATED the 21st February 1978

WITNESS to the above Signatures:—

M. GERBER,
631, Green Lanes,
London, N.8.
Accountant.