

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

* delete if inappropriate

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Company number

1431111

Name of Company

DIPLEMA FOUR

Limited*

I, THOMAS PATRICK MACLEOD WALSH

of 1 GRESHAM STREET LONDON EC2V 7BU

do solemnly and sincerely declare that I am † a Solicitor of the Supreme Court engaged in the formation

of Diprema Four

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 2 Regent Buildings

Gresham Lane

London WC1

the twenty second day of May

One thousand nine hundred and ninety nine

before me

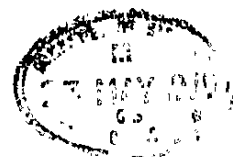
A Commissioner for Oaths ‡ Solicitor empowered to take Oaths

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

Biddle & Co.,
1 Gresham Street
LONDON EC2V 7BU.

For official use
General section

Post room



The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DIPLEMA FOUR

LIMITED



1. The name of the Company is "DIPLEMA FOUR 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 business, and to act as merchants, bankers, traders, commission agents, ship owners, carriers, or in any other capacity, in the United Kingdom or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods produce, articles and merchandise.
 - (B) To undertake all kinds of commercial, trading, financial and other operations.
 - (C) To carry on business of any other nature which may from time to time seem to the Company capable of being conveniently carried on in connection with, or calculated, directly or indirectly, to enhance the value of the business already carried on by the Company, or which may render profitable any of the Company's property or rights.
 - (D) To acquire and take over the whole or any part of the business, property, rights and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.

- (E) To receive money on deposit, at interest or otherwise, issue and cash cheques, open current accounts, carry on the business of bankers, financial agents and money changers, and receive valuables, goods and materials of all kinds for safe custody.
- (F) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium), of, and dividends or interest on, any stocks, shares or securities of any company or person, and in particular (but without limiting the generality of the foregoing) of the company which is for the time being the Company's holding company, as defined by section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section, of the Company's holding company or otherwise associated with the Company in business.
- (G) To take or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities or obligations in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (H) To promote or concur in promoting any other company whose objects shall include the acquisition and taking over of all or any of the property, rights or liabilities of or may seem calculated, directly or indirectly, to benefit this Company, and to acquire and hold shares, stock, debentures, debenture stock or other securities or obligations of, and guarantee the payment of any other securities issued by or obligations of, any such company.
- (I) To purchase, take on lease or in exchange, or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may consider necessary or convenient for the purposes of its business, or for any other purpose, and to construct, maintain and alter any buildings or works and develop and turn to account and deal with the same or any other property acquired as aforesaid in such manner as may be considered expedient.
- (J) To develop, manage, improve, farm and assist in developing, managing, improving or farming any landed or other property belonging to the Company, or in which the Company is interested, and for that purpose to grant and agree to grant leases of every description, and to make advances, and to enter into guarantees, and generally to make such arrangements as may be considered expedient.
- (K) To borrow or raise or secure the payment of money and interest thereon in any manner and upon any terms, and for such purposes, or any other purposes, to issue

debentures or debenture stock, perpetual or otherwise, and to mortgage, or charge all or any of the Company's property or rights, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (L) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (M) To apply for and accept allotments of, and to buy and sell and to deal in and dispose of shares, stock, debentures, debenture stock, or other securities or obligations of any company.
- (N) To issue any shares, stock, debentures, debenture stock or other securities or obligations which the Company has power to issue, by way of security or indemnity, to any person whom the Company has agreed or is bound to indemnify, or in satisfaction of any liability.
- (O) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (P) To apply for, purchase or otherwise acquire any patents, brevets d'invention, concessions, licences and the like, conferring any exclusive or non-exclusive or limited right to use, 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 this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.
- (Q) To lend money to and guarantee the performance of the obligations of and the payment of the capital and principal of, and dividends and interest on any shares,

stock, debentures, debenture stock and other securities and obligations of any person or company in any case in which such loan or guarantee may seem calculated, directly or indirectly, to benefit this Company.

- (R) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient.
- (S) To enter into any partnership or arrangement in the nature of a partnership with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect, and to amalgamate with any other company.
- (T) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock, or other securities or obligations of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (U) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of, directly or indirectly, carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its members, and to oppose any such steps taken by any other person or company which may seem calculated, directly or indirectly, to prejudice the interests of this Company or its members.
- (V) To remunerate, by cash or other assets, or by the allotment of fully or partly paid shares or in any other manner, any persons or companies for services rendered, or to be rendered, to the Company or for subscribing, or agreeing to subscribe, or for procuring or agreeing to procure, subscriptions, whether absolute or conditional, for any shares, stock, debentures, debenture stock or other securities or obligations of the Company, or of any company promoted by this Company, or for services rendered in or about the promotion of the Company, or any company promoted by this Company, or in introducing any property or business to the Company, or in or about the conduct of the business of this Company, or for guaranteeing payment of any such shares, stock, debentures, debenture stock or other securities or obligations and any interest thereon.
- (W) To procure the registration or incorporation of the Company in or under the laws of any place outside England, and to establish local registers and branch places of business in any part of the world.

- (X) To distribute any of the Company's property among the members in specie.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (Z) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause and in the Articles of Association for the time being of the Company, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the members is limited.

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<p><i>C.W. Mathiesen</i></p> <p>CHARLES WILLIAM MATHIESEN ✓</p> <p>1 GRESHAM STREET</p> <p>LONDON EC2V 7BU</p> <p>SOLICITOR</p>	<p><i>One</i></p> <p>ONE ✓</p>
<p><i>Thomas Patrick Macleod Walsh</i></p> <p>THOMAS PATRICK MACLEOD WALSH ✓</p> <p>1 GRESHAM STREET</p> <p>LONDON EC2V 7BU</p> <p>SOLICITOR</p>	<p><i>one</i></p> <p>ONE ✓</p>

Dated this 22nd day of May 1979.

Witness to the above signatures :-

Sheila Lowrie

Sheila Lowrie
1 Gresham Street
LONDON EC2V 7BU

Secretary.

1431111/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

DIPLEMA FOUR
LIMITED

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter respectively called "Table A" and "the Act") and Regulations 2, 3 and 4 contained in Part II of Table A shall constitute the regulations of the Company.
2. Regulations 24, 53, 77, 86, 87 and 89 to 94 of Part I of Table A shall not apply to the Company.

SHARE CAPITAL

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

RESOLUTIONS IN WRITING

4. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members.

DIRECTORS

5. The number of the Directors of the Company shall not be less than two and Regulation 75 of Part I of Table A shall be modified accordingly.
6. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of and at any separate meeting of the holders of any class of shares in the Company.
7. The proviso to Regulation 79 of Part I of Table A shall be excluded.
8. A Director who pursuant to Regulation 84(1) of Part I of Table A has declared at a meeting of the Directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote in respect of that contract or proposed contract, and if he shall

do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Regulation 84 of Part I of Table A shall not apply.

9. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary of the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons.

10. Regulation 88 of Part I of Table A shall be amended as follows:-

(A) Paragraph (a) shall be excluded.

(B) In paragraph (f) the words "and the Directors shall resolve that his office be vacated" shall be inserted at the end thereof.

RETIREMENT OF DIRECTORS

11. If the Company shall be or become subject to the provisions of Section 185 of the Act then any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of 70 or any other age.

ALTERNATE DIRECTORS

12. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

DIVIDENDS AND RESERVES

13. In Regulation 119 of Part I of Table A the words "in relation to the shares of the Company" shall be excluded.

NOTICES

14. The words "entitled to receive notice of such meeting" shall be inserted after the words "every member" in paragraph (a) of Regulation 134 of Part I of Table A.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

C.W. Mathiesen

CHARLES WILLIAM MATHIESEN

1 GRESHAM STREET

LONDON EC2V 7BU

SOLICITOR

Thomas Patrick Macleod Walsh

THOMAS PATRICK MACLEOD WALSH

1 GRESHAM STREET

LONDON EC2V 7BU

SOLICITOR

Dated this 22nd day of May 1979

Witness to the above signatures :-

Sheila Lowrie
Sheila Lowrie
1 Gresham Street
LONDON EC2V 7BU

Secretary.



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin



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

* delete if
inappropriate

Company number

1431111 / 5

Name of Company

DIPLEMA FOUR	Limited*
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The intended situation of the registered office of the company
on incorporation is as stated below

1 GRESHAM STREET
LONDON EC2V 7BU

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

☒

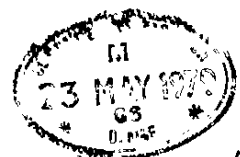
MESSRS. EIDDLE & CO.,
1, GRESHAM STREET,
LONDON EC2V 7BU.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any): UT

For official use
General section

Post room



NAT
£51

0241-17

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	CHARLES WILLIAM MATHIESEN	Business occupation	SOLICITOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	FLAT C 80, HARWOOD ROAD, LONDON SW6	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
DIPLEMA ONE LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 22-5-79	

Name (note 2)	THOMAS PATRICK MACLEOD WALSH	Business occupation	SOLICITOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	FLAT 6 60, WARWICK GARDENS, LONDON W14.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
S.M.X. (ENTERPRIZES) LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 22-5-79	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

Name (notes 2 & 7)	THOMAS PATRICK MACLEOD WALSH	
Former name(s) (note 3)	NONE	
Address (notes 4 & 7)	FLAT 6	
	60 WARWICK GARDENS	
	LONDON W14.	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>Thomas Walsh</i>	Date 22-5-79

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature *C. W. Mathiesen* [Subscriber] [Agent]† Date 22/5/79

Signature *Thomas Walsh* [Subscriber] [Agent]† Date 22/5/79



CERTIFICATE OF INCORPORATION

No. 1431111

I hereby certify that

DIPIEMA FOUR LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the 19TH JUNE 1979

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies