

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

Company number

1460104/7

Name of Company

SILVERGRAD

Limited*

CHARLES GEORGE STEPHEN SMITH

15 PEMBROKE ROAD

BRISTOL BS99 7DX

* 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

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

of SILVERGRAD

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 3 RICHMOND HILL
BRISTOL BS8 1AY

the 26 day of Sept

One thousand nine hundred and 79

before me
A Commissioner for Oaths

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

For official use
General section

Postroom

052678/5

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

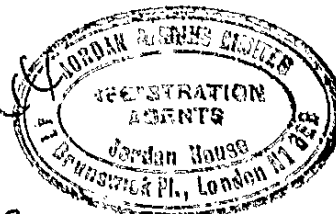
SILVERGRAD LIMITED

1460104/3

10.10.72

1. The name of the Company is SILVERGRAD 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 dispensing, pharmaceutical, manufacturing, analytical, photographic and advising chemists and druggists, opticians, sundries-men, importers, exporters, merchants and vendors of, and dealers in pharmaceutical products, chemical preparations, drugs, patent medicines, prepared foods, food products, medicaments and medicinal preparations of every description, and of and in perfumes, soaps, cosmetics, toilet and sanitary requisites, surgical dressings, first-aid outfits, elastic and rubber goods and chemical, optical, surgical, electrical, wireless, photographic and scientific instruments, apparatus, equipment, accessories, goods and materials of all kinds, general grocers and provision merchants, food processors, packers and distributors, seedsmen, photographers, hairdressers, confectioners, tobacconists, keepers of branch or sub-post offices by licence of the Ministry of Posts and Telecommunications, newsagents and booksellers, lending library proprietors, dealers in fancy goods, articles and novelties, caterers, proprietors, of off-licences, snack and refreshment bars, general merchants, agents, factors and traders; and to employ properly qualified persons to act on the Company's behalf as dispensing, manufacturing, pharmaceutical, analytical, photographic and advising chemists and druggists and as opticians or otherwise in any manner in which any such persons might act if they were carrying on upon their own behalf any of the businesses of the Company; to carry out researches, investigations and experimental work of every description in relation to any materials, substances or subjects connected with or calculated to benefit any of the businesses of the Company and to manufacture, buy, sell, install, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being dealt with for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.



- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any 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 the 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.
- (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 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 secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(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, standard security, 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, standard security, 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 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 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 calculated directly or indirectly to promote the Company's interests, 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 Government or authority (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.

(o) To remunerate any person, firm or company rendering services to the 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 Directors or 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 and generally to provide advantages, facilities and services for 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 a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such 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 whatever nature.

(u) To procure the Company to be registered or recognised 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, brokers, sub-contractors 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 Company's objects or any of them.

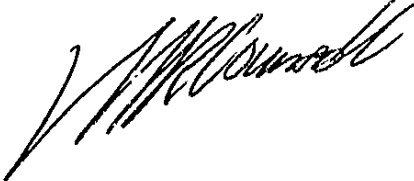



The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given

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 from 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. 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 incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

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

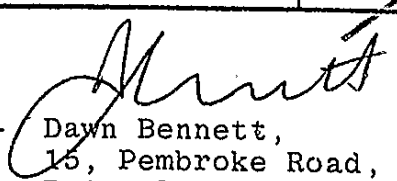
We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
	
Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One 
	
Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One 

Dated

24 SEP 1972

Witness to the above signatures:-


Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

1460104/4

SILVERGRAD 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 with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

Names, addresses and descriptions of Subscribers



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

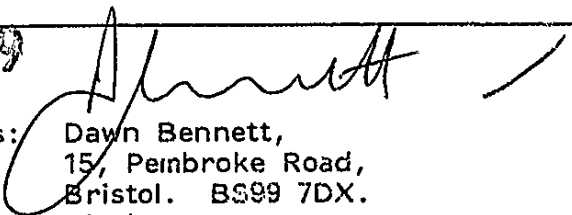


Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated

24 SEP 1979

Witness to the above Signatures:



Dawn Bennett,
15, Penbroke Road,
Bristol. BS99 7DX.
Clerk.

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

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

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering* delete if
inappropriate

Company number

1460104/5

Name of Company

SILVERGRAD

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

JORDAN HOUSE

47 BRUNSWICK PLACE

LONDON

N1 6EE

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

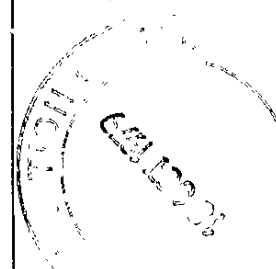
X

JORDAN & SONS LIMITED

of JORDAN HOUSE as above

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 statementPresenter's
reference (if any):For official use
General section

Post room



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) MICHAEL RICHARD COUNSELL	Business occupation COMMERCIAL MANAGER
Former name(s) (note 3)	Nationality BRITISH
Address (note 4) 15, PEMBROKE ROAD BRISTOL BS99 7DX	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 <i>[Signature]</i>	Date <i>[Date]</i>

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

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

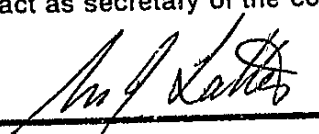
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write in this
binding margin



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.

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:

Name (notes 2 & 7)	MAVIS JUNE LATTER
Former name(s) (note 3)	
Address (notes 4 & 7)	JORDAN HOUSE
	47, BRUNSWICK PLACE
	LONDON NE1 6EE
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date

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*

24 SEP 1979

delete as
appropriate

Signature



[Agent]† Date



CERTIFICATE OF INCORPORATION

No. 1460104

I hereby certify that

SILVERGRAD 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 9TH NOVEMBER 1979

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

E. A. WILSON

Assistant Registrar of Companies

COMPANIES ACTS 1948 - 1976

COMPANY LIMITED BY SHARES

SILVERGRAD LIMITED

SPECIAL RESOLUTION PASSED 11TH FEBRUARY 1980

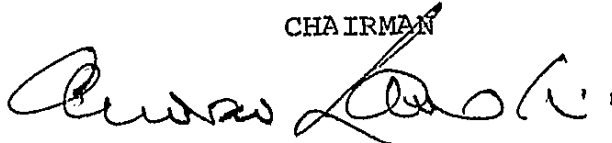
At an Extraordinary General Meeting of the above named Company duly convened and held on Monday 11th February 1980 the following resolution was duly proposed and passed as a Special Resolution:-

SPECIAL RESOLUTION

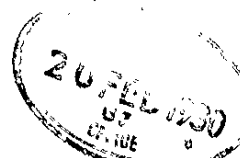
(1) That Clause 3 of the Memorandum of Association of the Company be altered by substituting therefor the Clause numbered 3 set out in the document marked "A" submitted to the meeting and for the purpose of identification subscribed by the Secretary.

(2) That the Company adopt in substitution for the existing Articles of Association new Articles of Association in the form set out in the document marked "B" submitted to the meeting and for the purpose of identification subscribed by the Secretary.

CHAIRMAN



No. 1460104



This is Document "A" referred to in the Special
Resolution of Silvergrad Limited passed
on 11 February 1980

.....P.J. Lwanga.....
Secretary

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, loans, obligations or securities of whatsoever nature issued by any company or body corporate wheresoever incorporated or carrying on business and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof
- (B) To acquire and hold any shares, stocks, debentures, debenture stock, bonds, loans, 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 in the opinion of the Directors be thought fit with full power to dispose of the same in any manner.

- (C) To provide services of all kinds including managerial and other executive supervisory and consultant services for or in relation to any company or body corporate upon such terms as the Directors may think fit.
- (D) To acquire, take on lease, exchange, hire, hold and dispose of (whether for the purposes of investment or any other purpose whatsoever) any property moveable or immovable wheresoever situate including (without prejudice to the generality of the foregoing) any shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise anywhere in the world provided that the Company shall in no circumstances be empowered to carry on business or act as dealers in stocks shares and securities or as stock or share brokers of any kind.

(E)

To carry on directly or indirectly any other business which in the opinion of the Directors is capable of being conveniently carried on by the Company in connection with or in addition to any of the above-mentioned businesses or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or businesses for the time being.

(F)

To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company, or to advance its interests, or which person or company is possessed of property suitable for the purposes of the Company.

(G)

To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or otherwise, authorities, monopolies, undertakings, or businesses, or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain, or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

(H)

To build construct maintain alter enlarge pull down remove or replace any buildings works plant and machinery for any purpose in connection with any business which the Company is authorised to carry on.

(I)

To amalgamate or enter into partnership or into any arrangement for sharing profits or joint adventure with and to co-operate in any way with or assist or subsidise any person, persons or company carrying on or about to carry on any business which the Company is authorised to carry on, or any business capable of being conducted so as in the opinion of the Directors directly or indirectly to benefit the Company, and to acquire or join in acquiring any such business, and to amalgamate with any other company having objects altogether or in part similar to those of the Company.

(J)

To act as agents for the issue or offer for sale of any bills, bonds, shares, debentures or debenture stock whether or not offered to the public and to guarantee and underwrite the subscription and purchase of any such securities

or shares.

- (K) To make, draw, accept, endorse, negotiate, discount, execute and issue and to buy sell and deal with bill of exchange, promissory notes and other negotiable or transferable instruments.
- (L) To borrow, raise money and secure or discharge any debt or obligation of, or binding on the Company in such manner and on such terms as the Directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present and future including uncalled capital, and to issue on such terms as may be thought expedient debentures or debenture stock or other securities of any description.
- (M) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge and with or without consideration) for the performance of the contracts or obligations of any company firm or person and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares, and securities of any company, whether having objects similar to those of the company or not, and to give all kinds of indemnities.
- (N) To pay for any business, property or rights acquired or agreed to be acquired by the Company or for any services rendered to the Company, and generally to satisfy any obligation of the Company, either wholly or partly by the issue or transfer of shares of this or any other company, credited as fully or partly paid up, or of debentures or other securities of this or any other company.
- (O) To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company, upon such terms and for such price or other consideration of any kind as the Directors may think fit.
- (P) To undertake the duties and rights of a Trust Corporation or other trustee to undertake and execute any trusts the undertaking whereof may seem desirable and also to undertake the office of executors, administrators, receiver, secretary, treasurer, committee or auditors and to keep for any company government authority body or person any register relating to any stocks, funds, shares or securities and to undertake any duties in relation to the registration of transfers the issue of certificates or otherwise.

To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner in the opinion of the Directors calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock, securities or any assets whatsoever of and guarantee the payment of the dividends interest or capital of any shares stock or securities issued by or any other obligations of any such company.

- (R) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax and to surrender or claim or make payments in respect of any other like or similar relief and to enter into and carry into effect any agreement for such purposes.
- (S) To remunerate or make donations to any person or company for services rendered or to be rendered to the Company.
- (T) To apply for or promote or otherwise obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (U) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (V) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for any purpose which in the opinion of the Directors may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (W) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.
- (X) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a

subsidary company of or allied or associated with the Company or any such subsidiary, and to the relations, connections or dependants of any such persons, and to establish, support and maintain associations, institutions, clubs and other funds, schemes or trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purpose by trustees of shares in the Company and to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

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

(Z) To do all such other things as may in the opinion of the Directors be considered to be incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that the word "company" in this Clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not and whether domiciled in the United Kingdom or elsewhere and that the objects specified in each paragraph of this Clause except where otherwise expressed in such paragraph shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

1460104

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

This is Document "B" referred
to in the Special Resolution
of Silvergrad Limited
passed on 11th February
1980

P.J. L. Wainwright

Secretary

Articles of Association

of

(adopted by Special Resolution passed

)

Still
Private

PRELIMINARY

1. The regulations contained or incorporated in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (which Table is hereinafter referred to as "Table 'A'") shall apply to the Company so far as the same are not excluded or varied hereby.

2. Regulations 75, 89-97 (inclusive) and 136 of Part I of Table "A" shall not apply to the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise deal with or dispose of them subject to Regulation 2 of Part II of Table "A" to such persons, at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Act.

4. The lien conferred by Regulation 11 of Part I of Table 'A' shall attach to fully paid-up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.



TRANSFER OF SHARES

5. In Regulation 22 of Part I of Table 'A' the words "and transferee" immediately following the words "the transferor" shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

6. A poll shall be taken whenever directed by the Chairman or demanded by one or more Members entitled to vote and Regulation 58 of Part I of Table 'A' shall be modified accordingly.

DIRECTORS

7. Until otherwise determined by a General Meeting, the number of Directors shall be not less than one nor more than seven. If at any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The Directors may grant special remuneration to any Director who, being called upon, shall render any special or extra services to the Company, or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director, and may be payable by way of a lump sum, participation in profits or otherwise as the Directors shall determine.

BORROWING POWERS

9. The proviso to Regulation 79 of Part I of Table 'A' shall not apply to the Company.

OTHER POWERS AND DUTIES OF DIRECTORS

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and he shall be counted in any quorum and, if he shall vote, his vote shall be counted when any such contract arrangement or matter is under consideration, and paragraphs (2) and (4) of Regulation 84 of Part I of Table 'A' shall not apply to the Company.

11. Without restricting the generality of their powers the Directors may exercise all the powers of the Company pursuant to paragraph (X) of Clause 3 of the Memorandum of Association and any Director shall be entitled to receive and retain for his own benefit any pension, gratuity, or other benefit paid or granted by the Directors.

PROCEEDINGS OF DIRECTORS

12. In regulation 86 of Part I of Table 'A' all words after the end of item (c) shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall not be vacated pursuant to paragraph (f) of Regulation 88 of Part I of Table 'A' unless and until the Directors pass a resolution that he has vacated office.

APPOINTMENT AND REMOVAL OF DIRECTORS

14. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

15. Without prejudice to the last preceding Article the Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

16. Without prejudice to the powers of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.

ALTERNATE DIRECTOR

17. Any Director may by writing under his hand left at the Registered Office of the Company at any time appoint any other Director or appoint any person (who shall not require a share qualification or be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these presents with regard to Directors) to be alternate Director in his place, and every such alternate Director subject to his giving the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and in the absence of his appointor

from England, generally shall have and exercise all rights duties and authorities of the Director appointing him; provided always that no such appointment of any person not being a Director shall be operative unless and until the approval of a majority of the Directors for the time being shall have been given. Any Director who is appointed as alternate Director shall be entitled to vote at a meeting of the Director on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two directors for the purpose of making a quorum of Directors. A Director may at any time revoke the appointment of an alternate Director appointed by him and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of a Director the appointment of his alternate Director shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

AUTHENTICATION OF DOCUMENTS

18. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where books, records, documents or accounts are elsewhere than at the Registered Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

19. A document purporting to be a copy of a resolution of the Board or any extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

NOTICES

20. In Regulation 131 of Part I of Table 'A' the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

INDEMNITY

21. Subject to the provisions of the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by 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.

No. 1460104 / 20.

COMPANIES ACTS 1948 - 1976

COMPANY LIMITED BY SHARES

SILVERGRAD LIMITED

Special Resolution passed 14th February 1980

At an Extraordinary General Meeting of the above named Company duly convened and held on Thursday 14th February 1980 the following Resolutions were duly proposed and passed as Special Resolutions :-

SPECIAL RESOLUTIONS

(1) That the authorised share capital of the Company be increased from £100 to £200 by the creation of 100 Ordinary Shares of £1 each

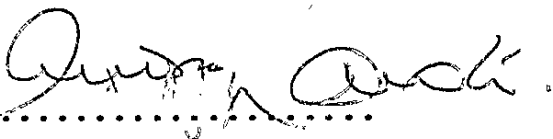
(2) That forthwith after the allotment of the 100 new Ordinary Shares of £1 each the existing 100 issued Ordinary Shares of £1 each in the capital of the Company be converted into Deferred Shares of £1 each having attached thereto the rights privileges and restrictions set out below namely :

(A) The right to receive such dividends as the holders of the Ordinary Shares in the capital of the Company may from time to time determine



(B) The right (in a winding up only) to repayment of the capital paid up or credited as paid up thereon after (and conditional upon) the distribution in such winding up to the ordinary shareholders of the Company of assets of £1,000,000 in value

(C) The Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company and shall not carry any other rights to dividends or distributions or to participate in the profits or assets of the Company.

.....

Chairman

No. 1460104

22.
The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum

and

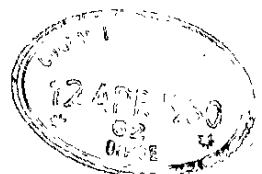
New Articles of Association

of **SILVERGRAD LIMITED**

Incorporated the 9th November 1979

Simmons & Simmons,
Solicitors,
14, Dominion Street,
London EC2M 2RJ

Ref. 5/Y.5722/PJL





CERTIFICATE OF INCORPORATION

No. 1460104

I hereby certify that

SILVERGRAD 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 9TH NOVEMBER 1979

E.A. WILSON
Assistant Registrar of Companies

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum of Association

of SILVERGRAD LIMITED

(altered by Special Resolution passed 11th February 1980)

1. The name of the Company is "SILVERGRAD 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, loans, obligations or securities of whatsoever nature issued by any company or body corporate wheresoever incorporated or carrying on business and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof
 - (B) To acquire and hold any shares, stocks, debentures, debenture stock, bonds loans 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 in the opinion of the Directors be thought fit with full power to dispose of the same in any manner.

- (C) To provide services of all kinds including managerial and other executive supervisory and consultant services for or in relation to any company or body corporate upon such terms as the Directors may think fit.
- (D) To acquire, take on lease, exchange, hire, hold and dispose of (whether for the purposes of investment or any other purpose whatsoever) any property moveable or immovable wheresoever situate including (without prejudice to the generality of the foregoing) any shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise anywhere in the world provided that the Company shall in no circumstances be empowered to carry on business or act as dealers in stocks shares and securities or as stock or share brokers of any kind. (H) (I)
- (E) To carry on directly or indirectly any other business which in the opinion of the Directors is capable of being conveniently carried on by the Company in connection with or in addition to any of the above-mentioned businesses or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or businesses for the time being. (J)
- (F) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company, or to advance its interests, or which person or company is possessed of property suitable for the purposes of the Company. (K) (L)
- (G) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or

otherwise, authorities, monopolies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain, or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

- (H) To build construct maintain alter enlarge pull down remove or replace any buildings works plant and machinery for any purpose in connection with any business which the Company is authorised to carry on.
- (I) To amalgamate or enter into partnership or into any arrangement for sharing profits or joint adventure with and to co-operate in any way with or assist or subsidise any person, persons or company carrying on or about to carry on any business which the Company is authorised to carry on, or any business capable of being conducted so as in the opinion of the Directors directly or indirectly to benefit the Company, and to acquire or join in acquiring any such business, and to amalgamate with any other company having objects altogether or in part similar to those of the Company.
- (J) To act as agents for the issue or offer for sale of any bills, bonds, shares, debentures or debenture stock whether or not offered to the public and to guarantee and underwrite the subscription and purchase of any such securities or shares.
- (K) To make, draw, accept, endorse, negotiate, discount, execute and issue and to buy sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments.
- (L) To borrow, raise money and secure or discharge any debt or obligation of, or binding on the Company in such manner and on such terms as the Directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present and future including

uncalled capital, and to issue on such terms as may be thought expedient debentures or debenture stock or other securities of any description.

(M) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge and with or without consideration) for the performance of the contracts or obligations of any company firm or person and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares, and securities of any company, whether having objects similar to those of the company or not, and to give all kinds of indemnities. (R)

(N) To pay for any business, property or rights acquired or agreed to be acquired by the Company or for any services rendered to the Company, and generally to satisfy any obligation of the Company, either wholly or partly by the issue or transfer of shares of this or any other company, credited as fully or partly paid up, or of debentures or other securities of this or any other company. (S) (T)

(O) To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company, upon such terms and for such price or other consideration of any kind as the Directors may think fit.

(P) To undertake the duties and rights of a Trust Corporation or other trustee to undertake and execute any trusts the undertaking whereof may seem desirable and also to undertake the office of executors, administrators, receiver, secretary, treasurer, committee or auditors and to keep for any company government authority body or person any register relating to any stocks, funds, shares or securities and to undertake any duties in relation to the registration of transfers the issue of certificates or otherwise. (U) (V)

(Q) To establish or promise or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company (

or the promotion of which shall be in any manner in the opinion of the Directors calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock, securities or any assets whatsoever of and guarantee the payment of the dividends interest or capital of any shares stock or securities issued by or any other obligations of any such company.

- (R) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax and to surrender or claim or make payments in respect of any other like or similar relief and to enter into and carry into effect any agreement for such purposes.
- (S) To remunerate or make donations to any person or company for services rendered or to be rendered to the Company.
- (T) To apply for or promote or otherwise obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (U) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (V) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for any purpose which in the opinion of the Directors may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (W) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.

- (X) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary, and to the relations, connections or dependants of any such persons, and to establish, support and maintain associations, institutions, clubs and other funds, schemes or trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purpose by trustees of shares in the Company and to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (Y) To do all or any of the above things in any part of the world as principals or agents, contractors, trustees, or otherwise, and by or through trustees, attorneys, or agents, either alone or in conjunction with others.
- (Z) To do all such other things as may in the opinion of the Directors be considered to be incidental or conducive to the attainment of the above objects or any of them

AND IT IS HEREBY DECLARED that the word "company" in this Clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not and whether domiciled in the United Kingdom or elsewhere and that the objects specified in each paragraph of this Clause except where otherwise expressed in such paragraph shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent 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.
- * On the 14th day of February 1980 the capital of the Company was increased from £100 to £200 by the creation of 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
---	--

Michael Richard Counsell,
15, Pembroke Road,
Bristol, BS99 7DX
Commercial Manager

- One

Christopher Charles Hadler,
15, Pembroke Road,
Bristol, BS99 7DX
Commercial Manager.

-One

Dated this 24th day of September, 1979

Witness to the above Signatures :- Dawn Bennett,
15 Pembroke Road,
BRISTOL.BS99 7DX
Clerk.

ions

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

Articles of Association

of SILVERGRAD LIMITED

(adopted by Special Resolution passed 11th February 1980)

PRELIMINARY

1. The regulations contained or incorporated in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (which Table is hereinafter referred to as "Table 'A'") shall apply to the Company so far as the same are not excluded or varied hereby.

2. Regulations 75, 89-97 (inclusive) and 136 of Part 1 of Table "A" shall not apply to the Company

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise deal with or dispose of them subject to Regulation 2 of Part II of Table "A" to such persons, at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Act.

4. The lien conferred by Regulation 11 of Part I of Table 'A' shall attach to fully paid-up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

TRANSFER OF SHARES

5. In Regulation 22 of Part I of Table 'A' the words "and transferee" immediately following the words "the transferor" shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

6. A poll shall be taken whenever directed by the Chairman or demanded by one or more Members entitled to vote and Regulation 58 of Part I of Table 'A' shall be modified accordingly.

DIRECTORS

7. Until otherwise determined by a General Meeting, the number of Directors shall be not less than one nor more than seven. If at any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The Directors may grant special remuneration to any Director who, being called upon, shall render any special or extra services to the Company, or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director, and may be payable by way of a lump sum, participation in profits or otherwise as the Directors shall determine.

BORROWING POWERS

9. The proviso to Regulation 79 of Part I of Table 'A' shall not apply to the Company.

OTHER POWERS AND DUTIES OF DIRECTORS

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and he shall be counted in any quorum and, if he shall vote, his vote shall be counted when any such contract arrangement or matter is under consideration and paragraphs (2) and (4) of Regulation 84 of Part I of Table 'A' shall not apply to the Company.

11. Without restricting the generality of their powers the Directors may exercise all the powers of the Company pursuant to paragraph (X) of Clause 3 of the Memorandum of Association and any Director shall be entitled to receive and retain for his own benefit any pension, gratuity, or other benefit paid or granted by the Directors.

PROCEEDINGS OF DIRECTORS

12. In regulation 86 of Part I of Table 'A' all words after the end of item (c) shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall not be vacated pursuant to paragraph (f) of Regulation 88 of Part I of Table 'A' unless and until the Directors pass a resolution that he has vacated office.

APPOINTMENT AND REMOVAL OF DIRECTORS

14. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

15. Without prejudice to the last preceding Article the Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

16. Without prejudice to the powers of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.

ALTERNATE DIRECTOR

17. Any Director may by writing under his hand left at the Registered Office of the Company at any time appoint any other Director or appoint any person (who shall not

require a share qualification or be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these presents with regard to Directors) to be alternate Director in his place, and every such alternate Director subject to his giving the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and in the absence of his appointor from England, generally shall have and exercise all rights duties and authorities of the Director appointing him; provided always that no such appointment of any person not being a Director shall be operative unless and until the approval of a majority of the Directors for the time being shall have been given. Any Director who is appointed as alternate Director shall be entitled to vote at a meeting of the Director on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two directors for the purpose of making a quorum of Directors. A Director may at any time revoke the appointment of an alternate Director appointed by him and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of a Director the appointment of his alternate Director shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

AUTHENTICATION OF DOCUMENTS

18. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where books, records, documents or accounts are elsewhere than at the Registered Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

19. A document purporting to be a copy of a resolution of the Board or any extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

NOTICES

20. In Regulation 131 of Part I of Table 'A' the words "in the case of a notice of a meeting" and all the words after the words " the letter containing the same is posted" shall be omitted.

INDEMNITY

21. Subject to the provisions of the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by 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.

No. of Company... 460104

/16

THE COMPANIES ACTS 1948 to 1976**Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

SILVERGRAD

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a† Special Resolution of the Company dated the
14th day of February 1980 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 100
beyond the registered capital of £100

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
100	Ordinary	£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 new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

The new Ordinary Shares of £1 each are to rank
pari passu in all respects with the existing
Ordinary Shares of £1 each.



Signature

State whether Director
or Secretary }

Secretary

Dated the 29 day of February 1980

Presented by

Presentor's Reference 5/Y.5722/PJL

Simmons & Simmons

14 Dominion Street

London EC2M 2RJ

(see notes overleaf)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Company Number 1460104

SPECIAL RESOLUTION OF

SILVERGRAD LIMITED

Passed the 8th day of December 1987

At an Extraordinary General Meeting of the above-named Company duly convened and held at 440 KINGS ROAD, LONDON SW10

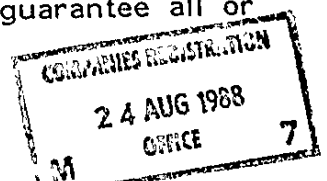
on the 8th day of December 1987 the following Special Resolution was duly passed:-

That the Memorandum of Association of the Company be amended by the deletion of Clause 3(L) thereof and the substitution therefor of the following:-

(L) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or Future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act, 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company.

.....
CHAIRMAN/DIRECTOR

HART & CO. LTD.
47 BRUNSWICK PLACE, LONDON N1 6EE
TEL. 01 250 1001



1460104.

Notice is hereby given that an Extraordinary General Meeting of **SILVERGRAD LIMITED**

will be held at _____

on Wednesday day the 12 day of December at 5 o'clock

in the after noon 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 Memorandum of Association of the Company be amended by the deletion of Clause 3 (L) thereof and the substitution thereof of the following:-

'To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act, 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company'.

I hereby certify that the above Special Resolution was passed at an Extraordinary General Meeting

held on 12 December 1987

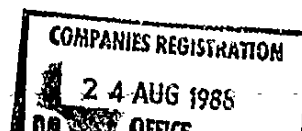
Secretary [Signature]

We being the holders of all the issued shares in the capital of **SILVERGRAD LIMITED**

entitled to attend and vote at General Meetings of the Company hereby consent to the convening and holding of the above mentioned Extraordinary General Meeting of the Company today and the passing thereof of the Resolution above set forth notwithstanding that less than 21 days notice has been given of the said Meeting and that the Resolution to be proposed thereat will be so proposed as a Special Resolution.

Dated this _____ day of _____ 1987

[Signature] [Signature]
[Signature] [Signature]



No. of Company 1460104

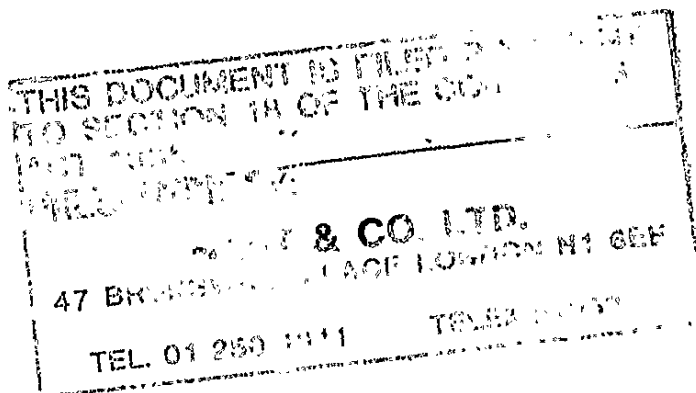
The Companies Acts 1948 to 1976
and
The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

SILVERGRAD LIMITED

(Incorporated the 9th day of November 1979)



Hart & Co. Limited
Company Formation and Information Services
Printers and Publishers
47, Brunswick Place, London N1 6EE
Telephone 01-250-1841 Telex 24653

THE COMPANIES ACTS 1948 to 1976

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SILVERGRAD LIMITED

(Altered by Special Resolutions passed 11th February 1980 and on the 8th December 1987)

1. The name of the Company is "SILVERGRAD 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, loans, obligations or securities of whatsoever nature issued by any company or body corporate wheresoever incorporated or carrying on business and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

(B) To acquire and hold any shares, stocks, debentures, debenture stock, bonds, loans, 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 in the opinion of the Directors thought fit with full power to dispose of the same in any manner.

(C) To provide services of all kinds including managerial and other executive supervisory and consultant services for or in relation to any company or body corporate upon such terms as the Directors may think fit.

(D) To acquire, take on lease, exchange, hire, hold and dispose of (whether for the purposes of investment or any other purpose whatsoever) any property moveable or immoveable wheresoever situate including (without prejudice to the generality of the foregoing) any shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or elsewhere and debentures, debenture stocks, bonds, obligations

and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise anywhere in the world provided that the Company shall in no circumstances be empowered to carry on business or act as dealers in stocks, shares and securities or as stock or share brokers of any kind.

(E) To carry on directly or indirectly any other business which in the opinion of the Directors is capable of being conveniently carried on by the Company in connection with or in addition to any of the above-mentioned businesses or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or businesses for the time being.

(F) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company, or to advance its interests, or which person or company is possessed of property suitable for the purposes of the Company,

(G) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or otherwise, authorities, monopolies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain, or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

(H) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings works plant and machinery for any purpose in connection with any business which the Company is authorised to carry on.

(I) To amalgamate or enter into partnership or into any arrangement for sharing profits or joint adventure with and to co-operate in any way with or assist or subsidise any person, persons or company carrying on or about to carry on any business which the Company is authorised to carry on, or any business capable of being conducted or as in the opinion of the Directors directly or indirectly to benefit the Company, and to acquire or join in acquiring any such business, and to amalgamate with any other company having objects altogether or in part similar to those of the Company.

(J) To act as agents for the issue or offer for sale of any bills, bonds, shares, debentures or debenture stock whether or not offered to the public and to guarantee and underwrite the subscription and purchase of any such securities or shares.

(K) To make, draw, accept, endorse, negotiate, discount, execute and issue and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments.

(L) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be

thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act, 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company.

(M) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge and with or without consideration) for the performance of the contracts or obligations of any company, firm or person and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares, and securities of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities.

(N) To pay for any business, property or rights acquired or agreed to be acquired by the Company or for any services rendered to the Company, and generally to satisfy any obligation of the Company, either wholly or partly by the issue or transfer of shares of this or any other company, credited as fully or partly paid up, or of debentures or other securities of this or any other company.

(O) To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company upon such terms and for such price or other consideration of any kind as the Directors may think fit.

(P) To undertake the duties and rights of a Trust Corporation or other trustee to undertake and execute any trusts the undertaking whereof may seem desirable and also to undertake the office of executors, administrators, receiver, secretary, treasurer, committee or auditors and to keep for any company, government, authority, body or person any register relating to any stocks, funds, shares or securities and to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.

(Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities

of this Company or the promotion of which shall be in any manner in the opinion of the Directors calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock, securities or any assets whatsoever of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(R) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax and to surrender or claim or make payments in respect of any other like or similar relief and to enter into and carry into effect any agreement for such purposes.

(S) To remunerate or make donations to any person or company for services rendered or to be rendered to the Company.

(T) To apply for or promote or otherwise obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(U) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(V) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for any purpose which in the opinion of the Directors may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(W) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.

(X) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary, and to the relations, connections or dependants of any such persons, and to establish, support and maintain associations, institutions, clubs and other funds, schemes or trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purpose by trustees of shares in the Company and to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

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

(Z) To do all such other things as may in the opinion of the Directors be considered to be incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that the word "company" in this Clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not and whether domiciled in the United Kingdom or elsewhere and that the objects specified in each paragraph of this Clause except where otherwise expressed in such paragraph shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent 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.

* On the 14th day of February 1980 the Capital of the Company was increased from £100 to £200 by the creation of 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
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Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX Commercial Manager.	- One
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Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX Commercial Manager.	- One
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Dated this 24th day of September, 1979.

Witness to the above Signatures:- Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX
Clerk.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SILVERGRAD LIMITED

(Adopted by Special Resolution passed 11th February 1980)

PRELIMINARY

1. The regulations contained or incorporated in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (which Table is hereinafter referred to as "Table 'A'") shall apply to the Company so far as the same are not excluded or varied hereby.
2. Regulations 75, 89-97 (inclusive) and 136 of Part I of Table "A") shall not apply to the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise deal with or dispose of them subject to Regulation 2 of Part II of Table "A" to such persons, at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Act.
4. The lien conferred by Regulation 11 of Part I of Table "A" shall attach to fully paid-up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

TRANSFER OF SHARES

5. In Regulation 22 of Part I of Table "A" the words "and transferee" immediately following the words "the transferor" shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

6. A poll shall be taken whenever directed by the Chairman or demanded by one or more Members entitled to vote and Regulation 58 of Part I of Table "A" shall be modified accordingly.

DIRECTORS

7. Until otherwise determined by a General Meeting, the number of Directors shall be not less than one nor more than seven. If at any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The Directors may grant special remuneration to any Director who, being called upon, shall render any special or extra services to the Company, or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director, and may be payable by way of a lump sum, participation in profits or otherwise as the Directors shall determine.

BORROWING POWERS

9. The proviso to Regulation 79 of Part I of Table "A" shall not apply to the Company.

OTHER POWERS AND DUTIES OF DIRECTORS

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and he shall be counted in any quorum and, if he shall vote, his vote shall be counted when any such contract, arrangement or matter is under consideration and paragraphs (2) and (4) of Regulation 84 of Part I of Table "A" shall not apply to the Company.

11. Without restricting the generality of their powers, the Directors may exercise all the powers of the Company pursuant to paragraph (X) of Clause 3 of the Memorandum of Association and any Director shall be entitled to receive and retain for his own benefit any pension, gratuity, or other benefit paid or granted by the Directors.

PROCEEDINGS OF DIRECTORS

12. In Regulation 86 of Part I of Table "A" all words after the end of item (c) shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall not be vacated pursuant to paragraph (f) of Regulation 88 of Part I of Table "A" unless and until the Directors pass a resolution that he has vacated office.

APPOINTMENT AND REMOVAL OF DIRECTORS

14. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

15. Without prejudice to the last preceding Article the Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

16. Without prejudice to the powers of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.

ALTERNATE DIRECTOR

17. Any Director may by writing under his hand left at the Registered Office of the Company at any time appoint any other Director or appoint any person (who shall not require a share qualification or be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these presents with regard to Directors) to be alternate Director in his place, and every such alternate Director subject to his giving the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and in the absence of his appointor from England, generally shall have and exercise all rights, duties and authorities of the Director appointing him; provided always that no such appointment of any person not being a Director shall be operative unless and until the approval of a majority of the Directors for the time being shall have been given. Any Director who is appointed as alternate Director shall be entitled to vote at a meeting of the Director on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Directors of the Company and shall also be considered as two Directors for the purpose of making a quorum of Directors. A Director may at any time revoke the appointment of an alternate Director appointed by him and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of a Director the appointment of his alternate Director shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

AUTHENTICATION OF DOCUMENTS

18. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where books, records, documents or accounts are elsewhere than at the Registered Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

19. A document purporting to be a copy of a resolution of the Board or any extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the

last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

NOTICES

20. In Regulation 131 of Part I of Table "A" the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

INDEMNITY

21. Subject to the provisions of the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by 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.

Names, addresses and descriptions of Subscribers

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

Dated this 24th day of September, 1979.

Witness to the above Signatures:- Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX
Clerk.