

No.1500690

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THE COMPANIES ACTS 1948 (as amended)

COMPANY LIMITED BY SHARES

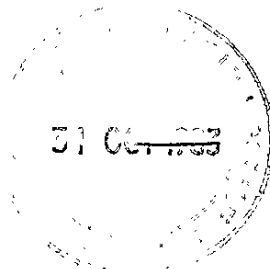
SPECIAL RESOLUTION

of

WATLING EIGHTY FOUR LIMITED  
passed 16th September 1983.

At an Extraordinary General Meeting of the Company duly convened and held at 1 Hobart Place, London, SW1W OHU, on Friday, 16th September 1983 the following resolutions were passed as Special Resolutions:-

1. That the name of the Company be changed to HOBART PLACE NOMINEES LIMITED.
2. That the objects of the Company be altered by deleting the existing Clause 3 in its entirety and substituting therefor the Clause set out in the document circulated to the Meeting and initialled by Mr. D. S. Penfound for the purpose of identification.



Certified true copy

*[Signature]*

SECRETARY

1500690

WATLING EIGHTY FOUR LIMITED.

Revised Clause 3 to  
Memorandum of Association  
as adopted by Special Resolution  
on 16th September 1983.

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

- (1) To undertake, perform and fulfil, either solely or jointly with others, the office and duties of nominee, attorney, agent, trustee, executor, administrator, registrar, director, secretary, committee or any office of trust or confidence of or for any person, firm company, corporation, association, government, state, province, sovereign, municipal or other body politic or public for any purpose whatsoever.
- (2) To acquire, hold in trust, receive on deposit or for safe custody, manage, supervise, deal in and turn to account, whether solely or jointly with others any or any interest in real or personal property of any kind.
- (3) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the businesses aforesaid or otherwise calculated, directly or indirectly, to enhance the value of or render more profitable any of the Company's property or rights.

(27 OCT 1983)

- (4) To acquire for any estate or interest and to take options over any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company.
- (5) To manage, exchange, lease, grant tenancies, licences, easements and other rights in or over, alter, improve, extend, add to, build, rebuild, replace or repair any buildings or other property of the Company.
- (6) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company (as defined in Section 154 of the Companies Act, 1948) or any subsidiary (as defined in the said Section) of the Company or the Company's holding company, or otherwise associated with the Company in business.
- (7) To lend money, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (8) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (9) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real

- and personal property (present and future), and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (10) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (11) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (12) To establish or promote, or concur or participate in establishing or promoting, any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (13) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (14) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (15) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees (including Directors and ex-Directors) of the Company, or of its predecessors in business, or of its holding company or subsidiary companies (if any) or to the relations, connections or

dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.

- (16) To act as secretaries, managers, registrars or transfer agents for any other company.
- (17) To distribute any of the property of the Company among its Member in specie or kind.
- (18) To do all or any of the things or matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (19) To do all such other things as are incidental or the Directors may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, that words denoting the singular number only shall include the plural number and vice versa and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from 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.

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

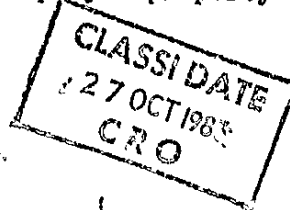
MEMORANDUM OF ASSOCIATION

of

HOBART PLACE NOMINEES LIMITED

1. The name of the Company is Hobart Place Nominees Limited
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

- (1) To undertake, perform and fulfil, either solely or jointly with others, the office and duties of nominee, attorney, agent, trustee, executor, administrator, registrar, director, secretary, committee or any office of trust or confidence of or for any person, firm company, corporation, association, government, state, province, sovereign, municipal or other body politic or public for any purpose whatsoever.
- (2) To acquire, hold in trust, receive on deposit or for safe custody, manage, supervise, deal in and turn to account, whether solely or jointly with others any or any interest in real or personal property of any kind.
- (3) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the businesses aforesaid or otherwise calculated, directly or indirectly, to enhance the value of or render more profitable any of the Company's property or rights.



- (4) To acquire for any estate or interest and to take options over any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company.
- (5) To manage, exchange, lease, grant tenancies, licences, easements and other rights in or over, alter, improve, extend, add to, build, rebuild, replace or repair any buildings or other property of the Company.
- (6) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company (as defined in Section 154 of the Companies Act, 1948) or any subsidiary (as defined in the said Section) of the Company or the Company's holding company, or otherwise associated with the Company in business.
- (7) To lend money, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (8) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (9) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real

- and personal property (present and future), and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (10) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
  - (11) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
  - (12) To establish or promote, or concur or participate in establishing or promoting, any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
  - (13) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
  - (14) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
  - (15) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees (including Directors and ex-Directors) of the Company, or of its predecessors in business, or of its holding company or subsidiary companies (if any) or to the relations, connections or



dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.

- (16) To act as secretaries, managers, registrars or transfer agents for any other company.
- (17) To distribute any of the property of the Company among its Member in specie or kind.
- (18) To do all or any of the things or matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (19) To do all such other things as are incidental or the Directors may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, that words denoting the singular number only shall include the plural number and vice versa and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from 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 one hundred shares of £1 each.

And 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,

NAME, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

Lea Neal  
34 Hill Street  
Jambroge Wells  
Kent Accountant

One

Margaret Maunthorpe  
31 Lancaster Road  
London W11

Minister

One

DATED this 12th day of May 1920

WITNESS to the above Signatures:-

Andrew Giffins,  
22A, Priory Road,  
London N 8.

Solicitor.

THE COMPANIES ACTS, 1948 to 1976

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

HOBART PLACE NOMINEES LIMITED

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1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
4. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.
5. A Member or Members holding a majority in nominal



value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

6. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.
7. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
10. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and

shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

11. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.
13. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.
14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and

held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Gen. Neal  
34 Hill Crest  
Dunblodale Wells  
Kild

Accountant

Margaret Mayfield  
89 Laneside Road  
Londan W11

Shunter

DATED this 12th day of May 1980

WITNESS to the above signatures:-

Andrew Engleth,  
22 A, Priory Road,  
Londan N8  
Schneider