



Please do not write in this binding margin

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

*delete if inappropriate

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

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

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

Form No 41

41

For official use

--	--	--	--

Company number

1533957	1
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Name of company

DRUMBOLD		Limited*
----------	--	----------

I, NIGEL LEONARD BLOOD,
of 84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP

do solemnly and sincerely declare that I am† a person named as Secretary of the Company in the statement delivered under section 21 of the Companies Act 1976

of DRUMBOLD 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 Temple Chambers,
Temple Avenue,
in the City of London

the 2nd day of November
One thousand nine hundred and eighty

before me (J. Marcus)
A Commissioner for Oaths‡ Subscribed

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

The London Law Agency Ltd.,
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.

For official use
General Section

Post room



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Tel 01-353 9471 (10 lines)

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DRUMBOLD LIMITED

1. The Name of the Company is "DRUMBOLD 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 demolition and site clearing contractors, building and civil engineering contractors, builders, builders merchants, contractors for the clearance excavation and levelling of land and for the construction of roads, bridges, dams, and laying of sewers, drains and other services and for the erection, repair, alteration, reconstruction, demolition and decoration of houses, dwellings and public works buildings of all kinds, plant hire contractors, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for, and dealers in builders plant, and apparatus and digging, dredging, levelling and site clearing machinery, equipment and appliances and general contractors plant, machinery and implements, apparatus, and tools of all kinds, merchants of and dealers in general building materials and requisites and plastics and plastic substances, materials and goods, agricultural contractors, tree fellers, horticulturists, nurserymen, seedsmen, florists, foresters, market gardeners, bulb, fruit, plant and flower growers and salesmen, landscape gardeners, timber merchants, sawmill proprietors, carpenters, joiners, turners, coopers and packing-case makers, cabinet makers, shop and office fitters, consulting, plumbing, constructional, sanitary, electrical, gas, hot water, mechanical, motor and general engineers and contractors, plumbers, painters, decorators, glaziers, masons, sculptors, garage proprietors, haulage contractors, removal contractors, insurance agents, property owners, repairers and jobbers, auctioneers, valuers, architects, surveyors, and house, land and estate agents, and general merchants, factors and traders.

Presented by:-
THE LONDON LAW AGENCY LTD.,
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0LP.

42
DEMOLIT/38

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge 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, and to 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, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) 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 calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

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

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

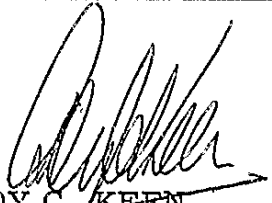

(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

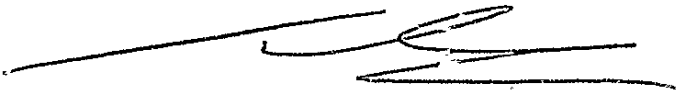
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One

Dated the 1st day of November, 1980.

Witness to the above Signatures:-


J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

1533957/4

ARTICLES OF ASSOCIATION

of

DRUMBOLD LIMITED

PRELIMINARY.

1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 77, and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARES.

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.
4. The lien conferred by Clause 11 in 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 shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

5. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.
7. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.
8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.
9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt liability or obligation of the Company or of any third party.
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 if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

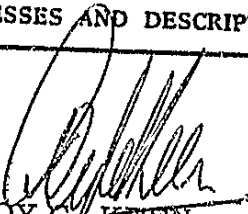
ALTERNATE DIRECTORS.

11. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

TRANSFER OF SHARES.

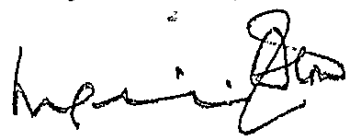
12. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

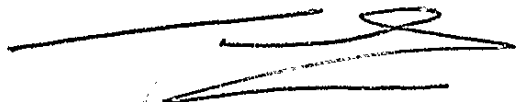


NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

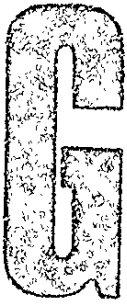
Dated the 1st day of November, 1980.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.



THE COMPANIES ACTS 1948 TO 1976

RM Form No. 1

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

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

1

Please do not
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Please complete
legibly, preferably
in black type, or
bold block lettering

*delete if
inappropriate

Company number

1533957/5

Name of Company

DRUMBOLD

Limited*

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

84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP

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

The London Law Agency Limited
84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

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

Presenter's
reference (if any)

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-263 9471
Telex: 23553

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General section

Post room



London Law Agency
Limited

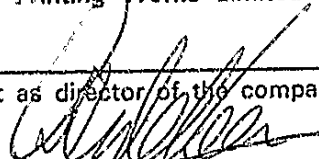
The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers
Tel: 01-353 9471 (10 lines)

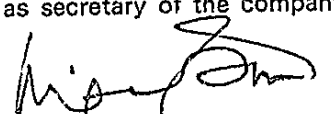
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

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Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1		Date - 1 NOV 1980	
Signature 			

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.

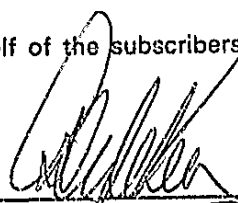

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date - 1 NOV 1980

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.

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

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

Signature 	[Subscriber]	Date - 1 NOV 1980
Signature 	[Subscriber]	Date - 1 NOV 1980

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1533957

I hereby certify that

DRUMBOLD 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

11TH DECEMBER 1980

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

E. A. WILLIAMS

Assistant Registrar of Companies

001608/5
513
10
Number of Company: 1533957

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

of

DRUMBOLD LIMITED

Passed the 11th day of December, 1980.

At an EXTRAORDINARY GENERAL MEETING of the Company,
duly convened, and held on the 11th day of December, 1980,
the following SPECIAL RESOLUTION was duly passed :-

That the name of the Company be changed to

CHARLES FULTON (LONDON) LIMITED

R.C. KEEN
Chairman.

10 FEB 1981
Presented by:-
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP

The London Law Agency Limited, Temple Chambers, Temple Avenue, London, EC4Y 0HP

92/MT/LOND/BATES

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1533957

/ 11

I hereby certify that

DRUMBOLD LIMITED

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

CHARLES FULTON (LONDON) LIMITED

Given under my hand at Cardiff the

26TH FEBRUARY 1981

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

E. A. WILSON

Assistant Registrar of Companies

Number of Company: 1533957

13 8-7
THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTIONS

of

DRUMBOLD LIMITED

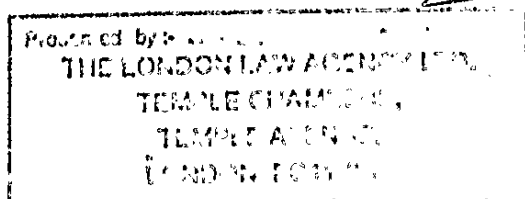
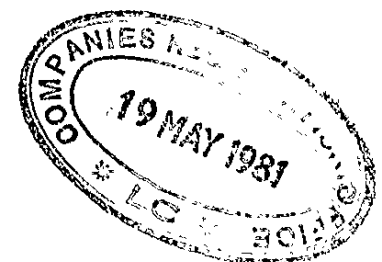
Passed the 11th day of December 1980

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 11th day of December 1980 the following SPECIAL RESOLUTIONS were duly passed :-

1. That the Memorandum of Association of the Company with respect to its objects be altered by deleting Clause 3 of the said Memorandum and by substituting therefor the new Clause 3 already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof.
2. That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.


ROY C. KEEN

Chairman.



LOND/PAT6

114
COMPANY NUMBER 1533957

THE COMPANIES ACTS 1948 TO 1978

The point is that pursuant to Section 9
of the European Communities Act 1972,
any instrument to this point have
been duly initialled.
P.P. The London Law Agency Limited

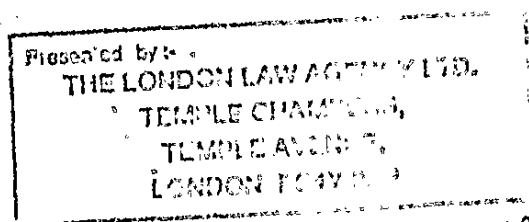
COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

CHARLES FULTON (LONDON) LIMITED



Incorporated the 11th day of December, 1980.



LOW/OMB
The London Law Agency Limited

Company Registration Agents : Law Agents : Printers and Publishers

Temple Chambers, Temple Avenue, London, EC4Y 0HP Tel: 01-353 9471 (10 lines)



THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

CHARLES FULTON (LONDON) LIMITED

(As altered by Special Resolution passed on the 11th day of December, 1980)

1. * The Name of the Company is "CHARLES FULTON (LONDON) LIMITED".
2. The Registered Office of the Company is situate in England.
3. The Objects for which the Company is established are :-
 - (1) To establish, carry on, undertake, finance or otherwise deal with or turn to account any business, undertaking transaction or operation commonly carried on or undertaken by financiers, financial advisers, capitalists, underwriters, promoters, investment, trust and finance companies, bankers, bankers' agents, discounters, bill brokers, bullion brokers, exchange brokers, commission and insurance agents, merchants, dealers, traders and concessionaires, and to promote, guarantee, underwrite, participate in, manage and carry out any issue, whether public or private, of shares, stock, debentures, debenture stock, bonds, loans or other obligations, securities or interests of or in any company, corporation or association or any government or public body or local or municipal authority, and to lend or advance money for the payment of preliminary expenses or other purpose in connection with any issue, and to negotiate and act as principals or agents for the issue of, and to place and facilitate and encourage the creation, issue and placing, or conversion of shares, stock, debentures, debenture stock, bonds, loans, obligations, securities or interests, and to take part in the conversion of business concerns and undertakings.
 - (2) To carry on the business of banking in Great Britain or abroad and in all its branches and departments, including all financial and monetary transactions and other business which now is or at any future time may be usually or commonly carried on by British, Colonial or Foreign banks, and in particular (but not so as to qualify the generality of the objects herein before stated) the borrowing, raising or taking up money, the lending

* The Name of the Company was on the 26th day of February, 1981 changed from "DRUMBOLD LIMITED".

or advancing money securities and property (with or without security), the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts bills of lading, warrants, bonds, debentures, debenture stock, certificates, scrip and other instruments and securities, whether transferable or negotiable, or not, the granting and issuing of letters of credit and circular notes, the buying, selling and dealing in bullion and specie, the acquiring, holding, issuing on commission, underwriting and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds, the negotiating of loans and advances, the receiving of money, deeds or documents of title, securities, or other valuables or property on deposit or for safe custody, transit or otherwise, the carrying on of the business of a safe deposit company, the collecting and transmitting of money and securities, the managing of property, and transacting all kinds of agency business commonly transacted by bankers.

- (3) To carry on the business of an investment company and, in particular (without prejudice to the generality of the foregoing) to raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever and to underwrite any such issue and to invest the funds of the Company in or upon or to purchase or otherwise acquire and hold property, investments, rights and interests in every kind whatsoever and, in particular (without prejudice to the generality of the foregoing) to purchase, subscribe for or otherwise acquire and to hold :-

(i) The funds, bonds, obligations, securities and stock of or guaranteed by the Governments of the United Kingdom of Great Britain and Northern Ireland and/or the Republic of Eire or India or the Dominions, Commonwealth, Dependencies and Colonies of the British Empire, or any constituent province or state thereof, or foreign states, dominions, commonwealths, sovereigns, states, provinces, municipalities, public authorities, or public bodies in any part of the world.

(ii) The shares and stocks (whether preference, ordinary or deferred, or of any other category and whether fully paid or not) debentures, debenture stock, bonds, notes, obligations, mortgages, scrip or other securities of railways or other public companies, public works and undertakings, incorporated or established by Act of Parliament, Royal Charter or under the Companies Acts in the United Kingdom of Great Britain and Northern Ireland or the Republic of Eire or India, or the Dominions, Commonwealth, Dependencies or Colonies of the British Empire, or by state authority or under the laws of any foreign country or state or of any joint stock companies or undertakings, incorporated or not, carrying on business in any part of the world.

(iii) The stocks, shares, debentures, debenture stock or securities of any company registered under the Companies Acts in the United Kingdom of Great Britain and Northern Ireland or the Republic of Eire or India, or the Dominions, Commonwealth, Dependencies or Colonies of the British Empire, or under the laws of any foreign country or state.

(iv) Any other marketable securities not comprised in the foregoing enumeration.

(v) Any stocks, shares, mortgages, bonds, obligations, concessions, options, coupons, warrants, securities and mercantile and negotiable and other instruments of any kind.

(vi) Either for an estate in fee simple or for any less estate or interest whether in possession or in reversion, and whether vested or contingent any lands, houses, tenements, buildings, premises and any other real and personal property of every nature, tenure and description whatsoever, or any interest in the same in any part of the world whether subject or not to any charges or encumbrances.

(vii) All or any of the stock, shares and securities of, and the whole of or any interest in the undertakings and business of any companies, firms or persons whatsoever, whether the same are carried on together with any other business or not.

- (4) To take all necessary or proper steps in Parliament and to enter into any arrangements with any governments, authorities or organisations, national, international, municipal, local or otherwise that may seem conducive to the Company's objects or any of them or the furthering of the interests of its members, and to obtain from any such government, authority or organisation any rights, privileges and concessions which the Company may think desirable to obtain, to carry out, exercise and comply with any such arrangements, rights, privileges and concessions and to oppose any steps taken by any other company or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its Members.
- (5) To diffuse information on all matters affecting any of the objects or businesses of the Company and in particular to give exhibitions and to print, publish, issue and circulate such catalogues, advertisements, circulars and other papers as may seem conducive to any of these objects or businesses.
- (6) To purchase, take on lease or otherwise acquire for any estate or interest and to take options over, construct and develop any

property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, or conducive to the attainment of any of the Company's objects, and to contribute to, subsidise, or otherwise assist or take part in the construction, carrying out, maintenance, management, working and development thereof.

- (7) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right of user, or any invention, mechanisms or process, secret or otherwise, or any secret or other information as to any invention, mechanism or process, which may seem capable of being used for any of the purpose of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company; and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the property rights or information so acquired, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights, privileges or protection in relation to any business for the time being carried on by the Company.
- (8) To purchase or otherwise acquire, and undertake, wholly or in part for cash or shares or otherwise howsoever, all or any part of the business, property, assets and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company, and generally to purchase, take on lease or in exchange, hire or otherwise acquire and use any real or personal property, and any rights or privileges, which the Company may think necessary or convenient for the purposes of its business.
- (9) To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concessions, or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as, directly or indirectly, to benefit the Company, and to take or otherwise acquire or hold shares or stock in or securities of, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.
- (10) To establish or promote, or concur in establishing or promoting, any firm or company or firms or companies (whether in the

United Kingdom or abroad) whose objects shall include the acquisition of all or any of the property rights and liabilities of the Company, or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to accept as the consideration for such purchase or acquisition, shares, debentures, debenture stock or securities of any such firm or company or firms or companies.

- (11) To raise, or borrow, or secure the payment of, money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock whether perpetual or otherwise, and charged or not charged upon the whole or any part of the undertaking property or assets of the Company both present and future, including its uncalled capital and to redeem, purchase or pay off any such securities.
- (12) To guarantee, support or secure, indemnify or stand as security for, whether 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 of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (13) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, debentures, debenture stock or other securities of the Company, or in or about the conduct of the Company's business.
- (14) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (15) To lend, subscribe or guarantee money to or grant or provide credit or financial accommodation to any person, firm, company, corporation or organisation wherever it 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.

- (16) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees (including Directors or 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.
- (17) 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.
- (18) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company) (if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (19) To undertake the offices of Trustee, Receiver, executor, administrator, committee, manager, attorney, delegate, substitute or treasurer, or any other offices or situations of trust or confidence and generally to transact all kinds of trust and agency business (whether gratuitously or otherwise) and to act as secretaries, managers, registrars or transfer agents for any other company.
- (20) To distribute any of the property of the Company among its Members in specie or kind and to make charitable payments.
- (21) To carry on any other business or activity whether manufacturing, financial, commercial, experimental, trading or otherwise, and do anything of any nature which may seem to the Company to be capable of being conveniently carried on in connection with any of the businesses of the Company or calculated, directly or indirectly, to enhance the value of or render more profitable any of the property or rights for the time being of the Company.
- (22) 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.

- (23) To do all such other things as may be deemed 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 incorporated, and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs and sub-paragraphs of this clause shall not, except where the context expressly so required, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or sub-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 and sub-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 Ordinary Shares of £1.00 each.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP.</p> <p>Company Director.</p>	<p>One</p>
<p>NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP.</p> <p>Company Director.</p>	<p>One</p>

Dated the 1st day of November, 1980.

Witness to the above Signatures:-

J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHARLES FULTON (LONDON) LIMITED

(Adopted by Special Resolution passed on the 11th day of December, 1982)

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF
RIGHTS

3.01 The Share Capital of the Company is £100 divided into Ordinary Shares of £1 each all with equal rights and pari passu.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN.

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES.

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS.

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS.

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

PROXIES.

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

DIRECTORS.

9.01 The number of the Directors shall be not less than 2 nor more than 12.

9.02 The first Directors shall be appointed by the subscribers to the memorandum of association who may appoint one or more of their number to the office of Director.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS.

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS.

11.01 The office of any Director shall be vacated, if the Director:-

- (a) ceases to be a Director by virtue of Section 182 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as Director, or
- (d) resigns his office by written notice of the Company.
- (e) is served with written notice to resign signed by or on behalf of a member or members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 There shall be no retiring age for Directors and Section 185 of the Companies Act 1948 shall not apply.

11.03 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS.

12.01 A Director may appoint any other Director, or any other person approved by the Directors as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meetings at which his appointor is not personally present and generally, in the absence of his appointor, to exercise all the functions of his appointor as Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under the hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

PROCEEDINGS OF DIRECTORS.

13.01. The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate director present at a meeting of Directors maybe counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

NOTICES.

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address if any, within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

Dated the 1st day of November, 1980.

Witness to the above Signatures:-

J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

1533957

15
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHARLES FULTON (LONDON) LIMITED

(Adopted by Special Resolution passed on the 11th day of December, 1980)

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3.01 The Share Capital of the Company is £100 divided into Ordinary Shares of £1 each all with equal rights and pari passu.

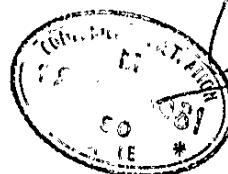
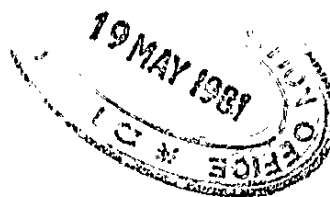
3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN.

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

Prepared by:
THE LONDON LAW AGENCY LTD.,
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4A 3DF

cauld/kate



[Signature]
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TRANSFER OF SHARES.

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS.

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS.

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

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8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

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9.02 The first Directors shall be appointed by the subscribers to the memorandum of association who may appoint one or more of their number to the office of Director.

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9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS.

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS.

11.01 The office of any Director shall be vacated, if the Director:-

- (a) ceases to be a Director by virtue of Section 182 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as Director, or
- (d) resigns his office by written notice of the Company.
- (e) is served with written notice to resign signed by or on behalf of a member or members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 There shall be no retiring age for Directors and Section 185 of the Companies Act 1948 shall not apply.

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12.01 A Director may appoint any other Director, or any other person approved by the Directors as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meetings at which his appointor is not personally present and generally, in the absence of his appointor, to exercise all the functions of his appointor as Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under the hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

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NOTICES.

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address if any, within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

1533457

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

CHARLES FULTON (LONDON) LIMITED

(As altered by Special Resolution passed on the 11th day of December, 1980)

1. * The Name of the Company is "CHARLES FULTON (LONDON) LIMITED".
2. The Registered Office of the Company is situate in England.
3. The Objects for which the Company is established are :-
 - (1) To establish, carry on, undertake, finance or otherwise deal with or turn to account any business, undertaking transaction or operation commonly carried on or undertaken by financiers, financial advisers, capitalists, underwriters, promoters, investment, trust and finance companies, bankers, bankers' agents, discounters, bill brokers, bullion brokers, exchange brokers, commission and insurance agents, merchants, dealers, traders and concessionaires, and to promote, guarantee, underwrite, participate in, manage and carry out any issue, whether public or private, of shares, stock, debentures, debenture stock, bonds, loans or other obligations, securities or interests of or in any company, corporation or association or any government or public body or local or municipal authority, and to lend or advance money for the payment of preliminary expenses or other purpose in connection with any issue, and to negotiate and act as principals or agents for the issue of, and to place and facilitate and encourage the creation, issue and placing, or conversion of shares, stock, debentures, debenture stock, bonds, loans, obligations, securities or interests, and to take part in the conversion of business concerns and undertakings.
 - (2) To carry on the business of banking in Great Britain or abroad and in all its branches and departments, including all financial and monetary transactions and other business which now is or at any future time may be usually or commonly carried on by British, Colonial or Foreign banks, and in particular (but not so as to qualify the generality of the objects herein before stated) the borrowing, raising or taking up money, the lending

* The Name of the Company was on the 26th day of February, 1981 changed from "DRUMBOLD LIMITED".

Presented by: *Lang/one*
THE LONDON LAW AGENCY
TEMPLE CHURCH



E

or advancing money securities and property (with or without security), the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts bills of lading, warrants, bonds, debentures, debenture stock, certificates, scrip and other instruments and securities, whether transferable or negotiable, or not, the granting and issuing of letters of credit and circular notes, the buying, selling and dealing in bullion and specie, the acquiring, holding, issuing on commission, underwriting and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds, the negotiating of loans and advances, the receiving of money, deeds or documents of title, securities, or other valuables or property on deposit or for safe custody, transit or otherwise, the carrying on of the business of a safe deposit company, the collecting and transmitting of money and securities, the managing of property, and transacting all kinds of agency business commonly transacted by bankers.

- (3) To carry on the business of an investment company and, in particular (without prejudice to the generality of the foregoing) to raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever and to underwrite any such issue and to invest the funds of the Company in or upon or to purchase or otherwise acquire and hold property, investments, rights and interests in every kind whatsoever and, in particular (without prejudice to the generality of the foregoing) to purchase, subscribe for or otherwise acquire and to hold :-

(i) The funds, bonds, obligations, securities and stock of or guaranteed by the Governments of the United Kingdom of Great Britain and Northern Ireland and/or the Republic of Eire or India or the Dominions, Commonwealth, Dependencies and Colonies of the British Empire, or any constituent province or state thereof, or foreign states, dominions, commonwealths, sovereigns, states, provinces, municipalities, public authorities, or public bodies in any part of the world.

(ii) The shares and stocks (whether preference, ordinary or deferred, or of any other category and whether fully paid or not) debentures, debenture stock, bonds, notes, obligations, mortgages, scrip or other securities of railways or other public companies, public works and undertakings, incorporated or established by Act of Parliament, Royal Charter or under the Companies Acts in the United Kingdom of Great Britain and Northern Ireland or the Republic of Eire or India, or the Dominions, Commonwealth, Dependencies or Colonies of the British Empire, or by state authority or under the laws of any foreign country or state or of any joint stock companies or undertakings, incorporated or not, carrying on business in any part of the world.

- (iii) The stocks, shares, debentures, debenture stock or securities of any company registered under the Companies Acts in the United Kingdom of Great Britain and Northern Ireland or the Republic of Eire or India, or the Dominions, Commonwealth, Dependencies or Colonies of the British Empire, or under the laws of any foreign country or state.
 - (iv) Any other marketable securities not comprised in the foregoing enumeration.
 - (v) Any stocks, shares, mortgages, bonds, obligations, concessions, options, coupons, warrants, securities and mercantile and negotiable and other instruments of any kind.
 - (vi) Either for an estate in fee simple or for any less estate or interest whether in possession or in reversion, and whether vested or contingent any lands, houses, tenements, buildings, premises and any other real and personal property of every nature, tenure and description whatsoever, or any interest in the same in any part of the world whether subject or not to any charges or encumbrances.
 - (vii) All or any of the stock, shares and securities of, and the whole of or any interest in the undertakings and business of any companies, firms or persons whatsoever, whether the same are carried on together with any other business or not.
- (4) To take all necessary or proper steps in Parliament and to enter into any arrangements with any governments, authorities or organisations, national, international, municipal, local or otherwise that may seem conducive to the Company's objects or any of them or the furthering of the interests of its members, and to obtain from any such government, authority or organisation any rights, privileges and concessions which the Company may think desirable to obtain, to carry out, exercise and comply with any such arrangements, rights, privileges and concessions and to oppose any steps taken by any other company or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its Members.
 - (5) To diffuse information on all matters affecting any of the objects or businesses of the Company and in particular to give exhibitions and to print, publish, issue and circulate such catalogues, advertisements, circulars and other papers as may seem conducive to any of these objects or businesses.
 - (6) To purchase, take on lease or otherwise acquire for any estate or interest and to take options over, construct and develop any

property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, or conducive to the attainment of any of the Company's objects, and to contribute to, subsidise, or otherwise assist or take part in the construction, carrying out, maintenance, management, working and development thereof.

- (7) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right of user, or any invention, mechanisms or process, secret or otherwise, or any secret or other information as to any invention, mechanism or process, which may seem capable of being used for any of the purpose of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company; and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the property rights or information so acquired, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights, privileges or protection in relation to any business for the time being carried on by the Company.
- (8) To purchase or otherwise acquire, and undertake, wholly or in part for cash or shares or otherwise howsoever, all or any part of the business, property, assets and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company, and generally to purchase, take on lease or in exchange, hire or otherwise acquire and use any real or personal property, and any rights or privileges, which the Company may think necessary or convenient for the purposes of its business.
- (9) To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concessions, or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as, directly or indirectly, to benefit the Company, and to take or otherwise acquire or hold shares or stock in or securities of, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.
- (10) To establish or promote, or concur in establishing or promoting, any firm or company or firms or companies (whether in the

United Kingdom or abroad) whose objects shall include the acquisition of all or any of the property rights and liabilities of the Company, or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to accept as the consideration for such purchase or acquisition, shares, debentures, debenture stock or securities of any such firm or company or firms or companies.

- (11) To raise, or borrow, or secure the payment of, money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock whether perpetual or otherwise, and charged or not charged upon the whole or any part of the undertaking property or assets of the Company both present and future, including its uncalled capital and to redeem, purchase or pay off any such securities.
- (12) To guarantee, support or secure, indemnify or stand as security for, whether 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 of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (13) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, debentures, debenture stock or other securities of the Company, or in or about the conduct of the Company's business.
- (14) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (15) To lend, subscribe or guarantee money to or grant or provide credit or financial accommodation to any person, firm, company, corporation or organisation wherever it 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.

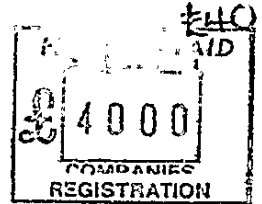
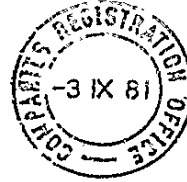
- (16) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees (including Directors or ex-Directors) of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any 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.
- (17) 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.
- (18) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company) (if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (19) To undertake the offices of Trustee, Receiver, executor, administrator, committee, manager, attorney, delegate, substitute or treasurer, or any other offices or situations of trust or confidence and generally to transact all kinds of trust and agency business (whether gratuitously or otherwise) and to act as secretaries, managers, registrars or transfer agents for any other company.
- (20) To distribute any of the property of the Company among its Members in specie or kind and to make charitable payments.
- (21) To carry on any other business or activity whether manufacturing, financial, commercial, experimental, trading or otherwise, and do anything of any nature which may seem to the Company to be capable of being conveniently carried on in connection with any of the businesses of the Company or calculated, directly or indirectly, to enhance the value of or render more profitable any of the property or rights for the time being of the Company.
- (22) 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.

- (23) To do all such other things as may be deemed 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 incorporated, and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs and sub-paragraphs of this clause shall not, except where the context expressly so required, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or sub-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 and sub-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 Ordinary Shares of £1.00 each.



CO. NO. 1533957

THE COMPANIES ACTS 1948 - 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CHARLES FULTON (LONDON) LIMITED

Passed the 30th day of July 1981.

At an Extraordinary General Meeting of the Company duly convened, and held on the 30th day of July 1981 the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to:-

CHARLES FULTON & CO. LIMITED

Chairman

James Hille



BARC
L120
13
284489

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1533957

18

I hereby certify that

CHARLES FULTON (LONDON) LIMITED

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

CHARLES FULTON & CO. LIMITED

Given under my hand at Cardiff the

30TH SEPTEMBER 1981

A handwritten signature in dark ink, appearing to read 'R. Wilson', written over a horizontal line.

Assistant Registrar of Companies

COMPANY NO. 1533957

37
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CHARLES FULTON & CO. LIMITED

(Passed on the 24th day of February 1982)

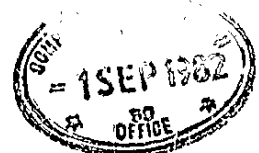
SPECIAL RESOLUTION

At a Meeting of the Company duly convened and held at
34/40 Ludgate Hill, London, EC4 on 24th February 1982
the following Resolution was passed as a Special Resolution:-

"That the objects contained in the Memorandum
of Association of the Company be altered by
deleting Clause 3 of the Memorandum and sub-
stituting therefore the new Clause 3 contained
in the amended form of the Memorandum produced
to the Meeting and for the purposes of
identification subscribed by the Chairman of
the Meeting".

R.S. O'Brien

R.S. O'BRIEN
CHAIRMAN



COMPANY NUMBER 1533957

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

CHARLES FULTON & CO. LIMITED

Incorporated the 11th day of December, 1980.

BATES, WELLS & BRAITHWAITE,
Fleur-de-Lys House,
81, Carter Lane,
London EC4V 5EP.

The London Law Agency Limited

Company Registration Agents : Law Agents : Printers and Publishers
Temple Chambers, Temple Avenue, London, EC4Y 0HP Tel: 01-353 9471 (10 lines)



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CHARLES FULTON & CO. LIMITED

(As altered by Special Resolutions passed on the 30th July 1981 and the 24th day of February, 1982)

-
1. * The Name of the Company is "CHARLES FULTON & CO. 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 following businesses namely:-

dealers and brokers in or of any commodity metal or other property or thing whatsoever or any interest therein (present or future); general merchants and traders, cash and credit traders, concessionaires, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds, and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

* The Name of the Company was on the 26th day of February, 1981 changed from "DRUMBOLD LIMITED" to "CHARLES FULTON (LONDON) LIMITED" and on the 30th day of September, 1981 from "CHARLES FULTON (LONDON) LIMITED".

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any property of the Company or to further any of its objects.
- (C) To manufacture, buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace, any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, or otherwise to turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.
- (H) To purchase or otherwise acquire all or any part of the business, property and liabilities of
 - (i) any company carrying on any business within the objects of the Company or
 - (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.
- (I) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, deal with or dispose of any consideration so received.
- (K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (L) To borrow or raise money upon such terms and such security as may be considered expedient and in particular by the issue or deposit of notes, debentures, or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (M) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, or by both such methods: and in particular, but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of any interest of any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

- (J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, deal with or dispose of any consideration so received.
- (K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (L) To borrow or raise money upon such terms and such security as may be considered expedient and in particular by the issue or deposit of notes, debentures, or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (M) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, or by both such methods: and in particular, but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of any interest of any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

- (O) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.
- (P) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.
- (Q) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (R) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (S) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (T) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.
- (U) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (V) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.
- (W) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- (X) To remunerate in such manner as may be thought expedient any person firm or company rendering services to the Company or in or about its formation or promotion.
- (Y) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.
- (z) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (AA) To procure the Company to be registered in any country or place outside Great Britain.
- (BB) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (CC) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (DD) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

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

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHARLES FULTON & CO. LIMITED

(Adopted by Special Resolution passed on the 11th day of December, 1980)

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF
RIGHTS

3.01 The Share Capital of the Company is £100 divided into Ordinary Shares of £1 each all with equal rights and pari passu.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN.

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES.

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS.

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS.

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

PROXIES.

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

DIRECTORS.

9.01 The number of the Directors shall be not less than 2 nor more than 12.

9.02 The first Directors shall be appointed by the subscribers to the memorandum of association who may appoint one or more of their number to the office of Director.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS.

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS.

11.01 The office of any Director shall be vacated, if the Director:-

- (a) ceases to be a Director by virtue of Section 182 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as Director, or
- (d) resigns his office by written notice of the Company.
- (e) is served with written notice to resign signed by or on behalf of a member or members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 There shall be no retiring age for Directors and Section 185 of the Companies Act 1948 shall not apply.

11.03 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS.

12.01 A Director may appoint any other Director, or any other person approved by the Directors as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meetings at which his appointor is not personally present and generally, in the absence of his appointor, to exercise all the functions of his appointor as Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under the hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

PROCEEDINGS OF DIRECTORS.

13.01. The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate director present at a meeting of Directors maybe counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

NOTICES.

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address if any, within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

Number of } 1533957 / 39
Company }

ACC 140
SIGNED *[Signature]*
SI
DATE 13/1/82

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

CHARLES FULTON & CO.

LIMITED

Passed 1st October, 1982

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 34 Ludgate Hill, London EC4

on the 1st day of October, 1982, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

That the name of the Company be changed to M.W. Marshall (International) Limited.



Signature *[Signature]*

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

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

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1533957/40

I hereby certify that

CHARLES FULTON & CO. LIMITED

having by special resolution changed its name, is now
incorporated under the name of

M.W. MARSHALL (INTERNATIONAL) LIMITED

Given under my hand at Cardiff the 16TH NOVEMBER 1982

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

Assistant Registrar of Companies

Number of } 1532957
Company }

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

CHARLES FULTON & COMPANY

LIMITED

Passed 1st October, 1982.

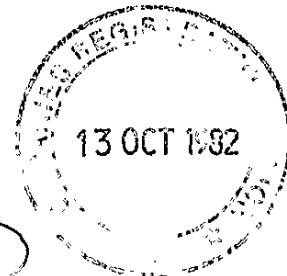
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 34 Ludgate Hill, London EC4

on the 1st day of October, 1982, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

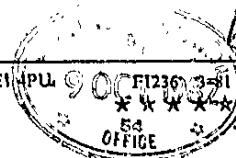
That the name of the Company be changed to M.W. Marshall (International) Limited

Signature



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

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



A

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3 (2) of the Companies Act 1976

3a

Please do not write in this binding margin

To the Registrar of Companies

For official use

Company number

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

*delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

Name of company

M.W. MARSHALL (INTERNATIONAL)

Limited*

hereby gives you notice in accordance with section 3 (2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	0	0	4
---	---	---	---

†delete as appropriate

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

Day Month Year

3	0	0	4	1	9	8	3
---	---	---	---	---	---	---	---

‡delete as appropriate

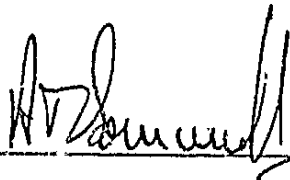
The company is a [subsidiary] [holding company]‡ of Mercantile House Holdings plc

_____, company number 1059719

the accounting reference date of which is 30th April.

§delete as appropriate

Signed



[Director][§] [Secretary][§] Date 17th May 1984

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

A.J.C. SOMMERVILLE
MERCANTILE HOUSE
66 CANNON STREET
LONDON EC4N 6AE

For official use

Date punch

Post room

