



Please do not
write in this
binding margin



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

*Insert full name
of Company

Please indicate
whether you are
a Solicitor of
the Supreme
Court for 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

THE COMPANIES ACTS 1948 TO 1980

Form No 41a

Declaration of compliance with the requirements on application for registration of a company

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1111

1565105

Name of Company

WALLACE CLIFTON LIMITED

I, Malcolm Roy Chettleburgh
of 140/141 Temple Chambers, Temple Avenue, London, EC4Y 0DT

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

WALLACE CLIFTON LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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,
London, E.C.4.

Signature of Declarant

the 6th day of May
One thousand nine hundred and eighty-one

before me Ivan I Henry

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

~~XXXXXXXXXXXX~~ Justice of the Peace (Inner London)

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

M.R.Chettleburgh Ltd,
140/141 Temple Chambers
Temple Avenue,
London EC4Y 0DT

For official use

New companies section

Post-room



THE COMPANIES ACTS 1948 to 1980.

A PRIVATE COMPANY LIMITED BY SHARES.



1565105

3

MEMORANDUM OF ASSOCIATION OF

WALLACE CLIFTON

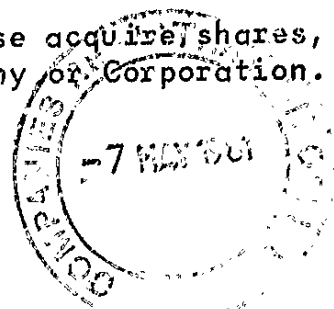
LIMITED

1. The name of the Company is: WALLACE CLIFTON LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on business as manufacturers, importers, exporters, wholesalers and retailers in articles of all kinds for commercial domestic and personal use, commodities, raw materials, food-stuffs and natural produce and to carry on business as butchers, grocers, greengrocers, fishmongers, poultry dealers, florists, horticulturalists, confectioners, tobacconists, ironmongers, radio and television dealers, photographic dealers, dealers in clothing, footwear, soft furnishings, furniture, floor and wall coverings, electrical goods and gifts and to operate all forms of retail shops and to carry on business as proprietors of dry cleaners, launderettes, hairdressing salons, off licences, travel and ticket agents, employment agents, printers, publishers and stationers.
 - (b) To carry on business as builders, bricklayers, carpenters, joiners, plumbers, heating engineers, ventilation and air conditioning specialists, plasterers, electricians, gas engineers, tilers, shop front fitters, property dealers and developers, builders merchants, sand and gravel dealers, plant hirers, excavation and demolition contractors, scrap and waste dealers, property managers, financiers and finance agents, estate agents and mortgage and insurance brokers.
 - (c) To carry on business as hotel and motel proprietors, restaurant and cafe proprietors, market research specialists, advertising agents, motor engineers, garage proprietors, car dealers, coach operators, car hire and taxi proprietors, haulage contractors, removal contractors and general dealers and agents.

WALLACE CLIFTON

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P 819

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.



- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company, upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property of the Company in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

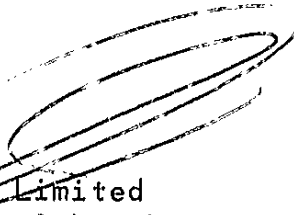
It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed hereafter 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.

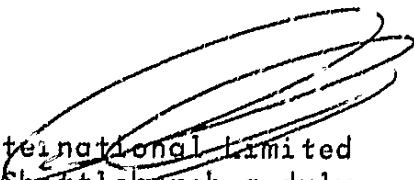
Names, Addresses and Descriptions
of the Subscribers

Number of Shares taken
by each Subscriber


M. R. Chettleburgh Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers,
Temple Avenue, London EC4Y 0HE

One

Company Registration Agents.

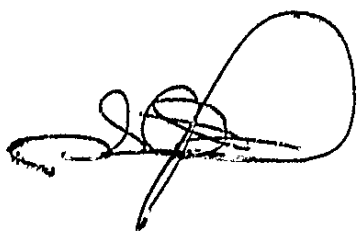

Chettleburgh International Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer,
140/141 Temple Chambers
Temple Avenue, London EC4Y 0HE

One

Company Registration Agents

Dated the 5th May 1981

Witness to the above signatures :-


Robert S. Kelford,
5 Artemis Close,
Gravesend,
Kent

Company Director

THE COMPANIES ACTS 1948 to 1980.

A PRIVATE COMPANY LIMITED BY SHARES.

1565105/cf

ARTICLES OF ASSOCIATION OF

WALLACE CLIFTON

LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1980. Subject as hereinafter provided the Regulations set out in Part I of Table "A" in the First Schedule to the Companies Act 1948 as amended by paragraph 36 of the 3rd Schedule of the Companies Act 1980 shall apply to this Company.
2. The following Articles of the said Part I of Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

SHARES

3. Subject to the provisions of Article 4 hereof the shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think fit.
4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the offer, which the shares to be issued bear to the shares held by persons entitled to an offer thereat, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same

to such persons at such times and on such terms as they think proper.

LIEN

5. The lien conferred by Article 11 in Part I of Table "A" shall also 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 one of two or more joint holders thereof.

TRANSFER OF SHARES

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

8. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly.

9. The Company shall not be subject to section 185 of the Companies Act 1948 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

11. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

12. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is

unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

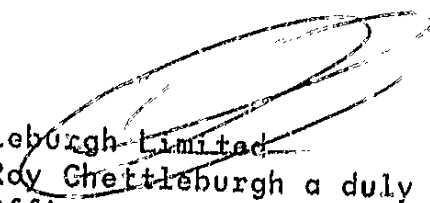
14. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

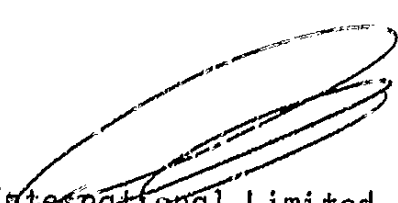
15. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 182 of the Companies Act 1948,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Companies Act 1948 or section 28 of the Companies Act 1976,
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.

Names, Addresses and Descriptions of the Subscribers


M. R. Chettleburgh Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y 0HE

Company Registration Agents

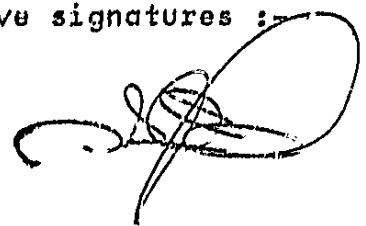

Chettleburgh International Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y 0HE

Company Registration Agents

Dated the 5th May 1981

Witness to the above signatures :-

Robert S. Kelford,
5 Artemis Close,
Gravesend,
Kent.



Company Director

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

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

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

Company number

1565105

Name of Company

WALLACE CLIFTON

Limited*

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

140/141, Temple Chambers, Temple Avenue, London, E.C.4Y OHE

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

M. R. CHETTLEBURGH LIMITED,

140/141 Temple Chambers, Temple Avenue, London, E.C.4Y OHE.
tele:- 01.353.1441.If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's
reference (if any):M.R.Chettleburgh Ltd
140/141 Temple Chambers
Temple Avenue, London
E.C.4Y OHE.

01-353.1441.

For official use
General section

Post room

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

Please do not write in this binding margin



Name (note 2)	Business occupation Company Registration Agents
M.R. CHETTLEBURGH LIMITED	
Former name(s) (note 3)	Nationality
	British Company
Address (note 4)	Date of birth (where applicable) (note 6)
R.O. 140/141 Temple Chambers, Temple Avenue London, E.C.4Y OHE.	
Particulars of other directorships (note 5)	
None	
We hereby consent to act as director of the company named on page 1	
Signature	A director and duly authorised Officer Date 6.5.81

Important

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

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)
Malcolm Roy Chettleburgh
Former name(s) (note 3)
Address (notes 4 & 7)
140/141 Temple Chambers, Temple Avenue London, E.C.4Y OHE
I hereby consent to act as secretary of the company named on page 1
Signature
Date 6.5.81

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

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

† delete as appropriate

Signature

[Agent]† Date 6.5.81

Signature

[Agent]† Date 6.5.81

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1565105

I hereby certify that

WALLACE CLIFTON LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 1ST JUNE 1981

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

E. A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1980.

No. 15651c

WALLACE CLIFTON LIMITED

At an Extraordinary General Meeting of the Members of the Company duly convened and held at short notice at 140/141 Temple Chambers., Temple Avenue, London, EC4Y OHE on the 12th June, 1981 the following Resolution was adopted as a Special Resolution.

SPECIAL RESOLUTION.

That the main objects clauses of the Company be changed by the substitution of the following new clauses 3 (a) (b) and (c) of the Memorandum of Association for the existing clauses 3 (a) (b) and (c) of the Memorandum of Association, which new clauses are contained in the copy Memorandum & Articles of Association attached to this Resolution and signed by way of identification by the Chairman of the Meeting,

Dated this 12th June, 1981

M.R.Chettleburgh for
M.R.Chettleburgh Limited
Chairman.

* Filed By:- *
* M.R.Chettleburgh Ltd., *
* 140/141 Temple Chambers, *
* Temple Avenue, *
* London, *
* EC4Y ODT. *
* Company Registration Agents. *
* File Ref No. D14,690 *



THE COMPANIES ACTS 1948 to 1980.

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION OF

WALLACE CLIFTON

LIMITED

1. The name of the Company is: WALLACE CLIFTON LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the company is established are:-
 - (a) To carry on business as business management consultants, business advisers, business organisers, financial, investment, commercial, industrial and non-industrial consultants, personnel consultants, business efficiency experts, insurance, mortgage and finance brokers, book-keepers, accountancy and tax consultants and to undertake all planning in relation to financial, commercial and business ventures, public relations and advertising practitioners, press agents, sales analysers and specialists in public opinion and market research and to carry out and undertake courses, seminars and postal tuition and guidance on all matters concerning business administration, profitability and general education for all commercial, industrial or academic purpose or qualifications.
 - (b) To carry on business as consultants, advisers, and dealers in all types of computers, data processing systems, punch card systems and to carry on business as computer programmers, data preparation experts and maintainers and repairers of computers, data processing and electrical equipment and all other allied machinery, apparatus and equipment.
 - (c) To carry on business as manufacturers, wholesalers, retailers, designers and dealers in all types of office equipment including desks, chairs, tables, typewriters, desk lamps, stationery, books, and all other forms of office equipment.

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company for its objects similar objects to those of the Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company, upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property of the Company in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed hereafter 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 the Subscribers

Number of Shares taken
by each Subscriber

M. R. Chettleburgh Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers,
Temple Avenue, London EC4Y 0HE

One

Company Registration Agents.

Chettleburgh International Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer,
140/141 Temple Chambers
Temple Avenue, London EC4Y 0HE

One

Company Registration Agents

Dated the 5th May 1981

Witness to the above signatures :-

Robert S. Kelford,
5 Artemis Close,
Gravesend,
Kent

Company Director

THE COMPANIES ACTS 1948 to 1980.

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION OF

WALLACE CLIFTON

LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1980. Subject as hereinafter provided the Regulations set out in Part I of Table "A" in the First Schedule to the Companies Act 1948 as amended by paragraph 36 of the 3rd Schedule of the Companies Act 1980 shall apply to this Company.

2. The following Articles of the said Part I of Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

SHARES

3. Subject to the provisions of Article 4 hereof the shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think fit.

4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereat, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same

to such persons at such times and on such terms as they think proper.

LIEN

5. The lien conferred by Article 11 in Part I of Table "A" shall also 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 one of two or more joint holders thereof.

TRANSFER OF SHARES

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

8. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly.

9. The Company shall not be subject to Section 185 of the Companies Act 1948 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

11. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

12. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is

unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

14. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 182 of the Companies Act 1948,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Companies Act 1948 or section 28 of the Companies Act 1976,
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.

Names, Addresses and Descriptions of the Subscribers

M. R. Chettleburgh Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y 0HE

Company Registration Agents

Chettleburgh International Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y 0HE

Company Registration Agents

Dated the 5th May 1981

Witness to the above signatures :-

Robert S. Kelford,
5 Artemis Close,
Gravesend,
Kent.

Company Director

G**THE COMPANIES ACTS 1948 TO 1976****Notice of place where register of members is kept or of any change in that place****103**Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

[113]

1 5 6 5 1 0 5

Name of company

*delete if
inappropriate

WALLACE CLIFTON

Limited*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

7 HANOVER STREET

LONDON W1R 9HH

in lieu of*

71 GREAT PETER STREET

LONDON S.W.1

where it was previously kept

*delete as
appropriate

Signed

[Director] ~~Secretary~~ Date 7th December 1981Presentor's name, address and
reference (if any):GOULDENS
118 Chancery Lane
London WC2A 1JJ
DWD /207186For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1976

A

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

015

1565106

Name of company

*delete if
inappropriate

WALLACE CLIFTON Limited*

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current 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 1 0

+delete as
appropriate

The current accounting reference period of the company is to be treated as ^{shorter} ~~shortened~~ ~~extended~~ and ~~is to be treated as having come to an end~~ ~~will come to an end~~ on

Day Month Year

3 0 1 0 1 9 8 2

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

+delete as
appropriate

The company is a [subsidiary] [holding company] of

, company number

the accounting reference date of which is

§delete as
appropriate

Signed

[Director] [Secretary] §Date

4.12.82

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

For official use

General section

Post room



WALLACE CLIFTON LIMITED
(Company Number 1565105)

ELECTIVE RESOLUTIONS

A meeting of the company was held on 21st. July 1993.

Present: S.T.Gee
A.E.Gee

It was confirmed that the company continued to be a private company as defined by the Companies Act 1985.

As the statutory 21 days notice had been given to all present IT WAS UNANIMOUSLY AGREED THAT THE FOLLOWING ELECTIVE RESOLUTIONS BE APPROVED:

ACCOUNTS AND REPORTS

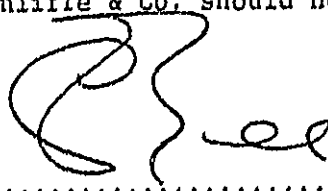
That the company now elects to dispense with the laying of accounts and reports before general meeting.

ANNUAL GENERAL MEETINGS

That the company now elects to dispense with the holding of Annual General Meetings.

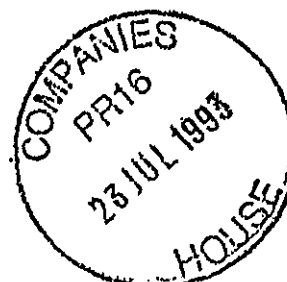
AUDITORS

That the company now elects to dispense with the annual re-appointment of the auditors and that Cunliffe & Co. should hold office until otherwise determined.

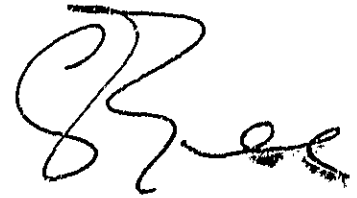


.....
S.T.Gee (Chairman)

.....21.7.....1993.



*Certified a true
copy*



WALLACE CLIFTON LIMITED
(Company Number 1565105)

ELECTIVE RESOLUTIONS

A meeting of the company was held on 21st. July 1993.

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ACCOUNTS AND REPORTS

That the company now elects to dispense with the laying of accounts and reports before general meeting.

ANNUAL GENERAL MEETINGS

That the company now elects to dispense with the holding of Annual General Meetings.

AUDITORS

That the company now elects to dispense with the annual re-appointment of the auditors and that Cunliffe & Co. should hold office until otherwise determined.


.....
S.T.Gee (Chairman)

..... 22.7.....1993.

