



Please do not
write in this
binding margin



THE COMPANIES ACTS 1948 TO 1980

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

Form No. 41a

41a

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

For official use

Company number

[] [] [] [] [] [] [] []

[] 1581353 [] [] []

Name of Company

TIPTOE LIMITED

I, Stanley Harold Davis

of 124-128 City Road, London EC1V 2NJ

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

of TIPTOE

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 10 Sunbury Avenue

Mill Hill

London NW7

the 28th day of JULY

One thousand nine hundred and '81

before me *[Signature]*

Signature of Declarant

[Signature]

A Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official use
New companies section

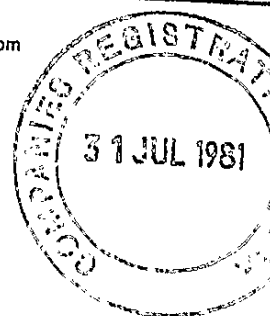
Post room

Stanley Davis (Company Services) Limited

International Company Registrations and Searches

124-128 City Road, London EC1V 2NJ
Telephone 01-250 3350 Telex 21957-DAVIS G
LDE Box No. 274

TPS 0557/80



Statement on formation of a company to be incorporated with limited liability under the Companies Act 1948

Pursuant to Part V of the Finance Act 1973

PUC1

Please do not write in this binding margin

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

*delete if inappropriate

Distinguish between ordinary, preference, etc.

For official use

Company number

Please do not write in the space below. For Inland Revenue use only

Name of company

[] [] [] []

1581353/2

T. FTCE		
Limited*		

A Nominal Capital		£ 1.000
Description of shares†		Ordinary
B Nominal value of each share	£	£ 1
C Number of shares taken on incorporation		2 Subscribers
D Total amount payable on each (including premium if any)	£	£ NIL
E Amount paid or due and payable on each	£	£ NIL
F Total amount paid or due and payable in respect of C	£	NIL
G Capital duty payable on F at £1 per £100 or part of £100	£	NIL

Notes

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.

☐

Please tick box if attached

I hereby certify that the above particulars are correct in all respects

Signed _____ Director

Date _____

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

Stanley Davis (Company Services) Limited
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Capital section

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Memorandum of Association

The Companies Acts 1948 to 1980
Company Limited by Shares



of TIFTOE LIMITED

1581353/3

1. The name of the Company is TIFTOE LIMITED

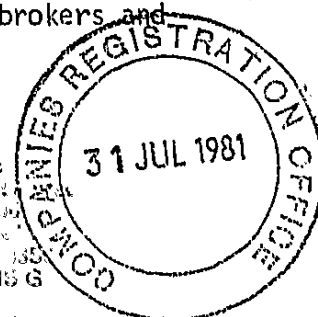
2. The Registered Office of the Company will be situate in England

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

(A) (i) To carry on within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets: and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.

(ii) To carry on the business of financial consultants, financiers and industrial bankers, capitalists, financial agents and advisors for commodities, goods, wares, vehicles, apparatus, machinery and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters, company promoters, underwriters, and dealers in stocks, shares, loans, annuities and other securities, mortgage brokers and insurance agents.

Stanley Davis
(Company Secretary)
124-126 City Road
London EC3A 1NE
Telephone 01-477 1135
Telex 21957-DAVIS G



BL. L-1560
313174

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, 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.
- (D) To erect, alter or maintain any buildings, 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 acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) 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 the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without

consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon

such investments and in such manner as the company may approve.

- (O) 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.
- (P) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, 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.

Clauses 3 (T) to (X)

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers

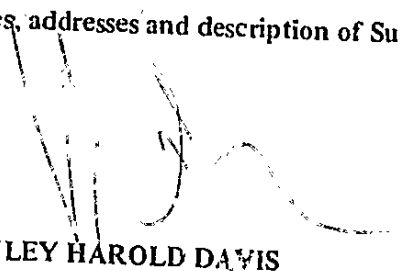
and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.
5. The Share Capital of the Company is £1,000 divided in 1,000 Ordinary 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 description of Subscribers

Number of Shares taken
by each Subscriber


STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ

ONE

Company Director

ALAN RUTLAND
124-128 City Road
London EC1V 2NJ

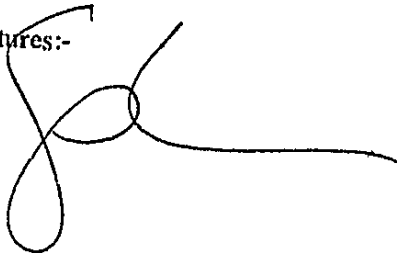

ONE

Office Manager

9- JUL 1981

Witness to the above signatures:-

Shaun O'Connor
124-128 City Road
London EC1V 2NJ
Registration Manager



Articles of Association

of Tipton Limited

The Companies Acts 1948 - 1980
Company Limited By Shares

1581353/4

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company.

2. Regulations 11, 22, 24, 30, 53, 58, 71, 73A, 75, 79, 80, 84(2), 84(4), 88 to 94 (inclusive) of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a private limited company, and accordingly:-

(a) No shares or debentures of the Company shall be offered to the public (whether for cash or otherwise); and

(b) No shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 45(2) and 55 of the Act (as amended by the Companies Act 1980) shall apply for the purposes of this Article as they apply for the purposes of the Act.

INTERPRETATION

4. In Regulation 1 of Table A between the words "regulations" and "the Act" the words "and in any articles adopting the same" shall be inserted.

5. In these Articles:-

The Statutes means

The Companies Acts 1948 to 1980 and every statutory re-enactment thereof or modification thereto for the time being in force;

The 1980 Act means

The Companies Act 1980 (and every statutory re-enactment thereof or modification thereto for the time being in force).

SHARES

6. Subject to the provisions of the next following Article the Directors are authorised for the purposes of Section 14 of the 1980 Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company for the time being and the Directors may allot grant options over or otherwise dispose of such shares to such persons on such terms and in such manner as they think fit provided always that:

- (i) No shares shall be allotted at a discount
- (ii) Save as provided in sub-paragraph (iii) of this Article the authority given in this Article to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company.
- (iii) The Members in General Meeting may by Ordinary Resolution:
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years; but such resolution must state (or restate) the amount of shares which may be allotted under such authority or as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority).
- (iv) Notwithstanding the provisions of sub-clauses (ii) and (iii) of this Article the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority has expired.

In this Article any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into, shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with sub-section (9) of Section 17 of the 1980 Act sub-section (1) (6) and (7) of Section 17 of the 1980 Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation from the transferee that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Articles allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors eventually be offered in the manner aforesaid.

8. The proviso to Regulation 15 in Table A shall not apply to the Company.

LIEN

9. The lien conferred by Regulation 11 in Table A shall attach to all Shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (whether fully paid or not) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereupon.

TRANSFER AND TRANSMISSION OF SHARES

10. A Member wishing to transfer shares to a person or corporation or other body who or which is not already a member of the Company shall give written notice to the Directors of the Company of such intention accompanied by details of the shares which are proposed to be transferred. That written notice shall constitute the Directors such Member's agents for the sale of the shares in question or any of them to Members of the Company at a price to be agreed between such transferring member and the Directors, or in the absence of agreement, at a price fixed as the fair value of such shares by the Auditors of the Company (acting as experts and not as arbitrators so that any provisions of law or of statute relating to arbitration shall not apply). If within twenty-eight days from the date of the said written notice the Directors are unable to find a Member or Members willing to purchase all such shares, the transferring member may, (subject to the power of the Directors in their absolute discretion and without assigning any reason therefor to decline to register any transfer of any share whether or not it is a fully paid share) dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within six months from the date of the giving of the afore-mentioned written notice to the Directors.

11. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

12. The instruments of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

13. In every notice convening a general meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that proxy need not also be a Member. Regulation 50 of Table A shall be modified accordingly.

14. Proxies may be deposited at the registered office of the Company at any time before the time of the meeting for which they are to be used unless otherwise specified in the notice convening such meeting. Regulation 69 of Table A shall be modified accordingly.

15. The words "the appointment of and" shall be omitted in Regulation 52 in Table A.

16. In regulation 54 in Table A the words "meeting shall stand dissolved" shall be substituted for "members present shall be a quorum".

17. The word "fourteen" shall be substituted for the word "thirty" in regulation 57 in Table A.

18. At any General Meeting a 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 by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and 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.

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

DIRECTORS

20. 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.

21. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers discretions and authorities vested in the Directors, and Regulation 99 in Table A shall be modified accordingly.

22. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
23. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate. Such alternate Director must be either a Director of the Company or a person approved by a majority of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as Director. One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and if he is himself a Director his vote or votes as an alternate Director shall be in addition to his own vote.
24. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 64 of the 1980 Act or otherwise) in any contract transaction arrangement (whether or not constituting a contract and whether actual or proposed) shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
25. The office of Director shall be vacated if the Director:-
- (a) Resigns his office by writing under his hand left at the Registered Office.
 - (b) Be found or become of unsound mind or becomes bankrupt or compounds with his creditors.
 - (c) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976.
 - (d) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.
 - (e) If he is prohibited from being a Director by a Court Order made under Section 9 of the Insolvency Act 1976.
26. The Directors 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, and uncalled capital or any part thereof, and to issue debentures, debenture stock and any other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.
27. The Directors shall manage the business of the Company, and all the powers of the Company which are not by the statutes, these Articles or the Regulations of Table A which apply to the Company required to be exercised by the Company in general meeting shall be exercised by the Directors.

DIVIDENDS

28. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part III of the 1980 Act which apply to the Company.

SECRETARY

29. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

SEAL

30. In Regulation 113 of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

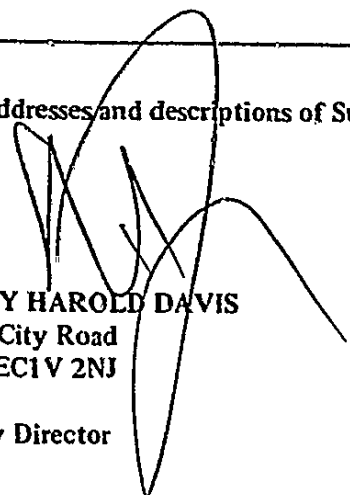
ACCOUNTS

31. The accounts and other documents to be prepared by the Directors under Regulation 126 of Table A shall be prepared in accordance with sections 150 and 157 of the Act as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and in accordance with sections 1 to 7 of the Companies Act 1976.

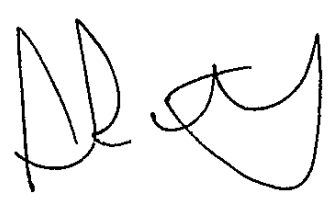
INDEMNITY

32. Subject to the provisions of Section 205 of the Act, and in addition to such indemnity as is contained in Regulation 136 of Table A, every Director, Alternate Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, addresses and descriptions of Subscribers

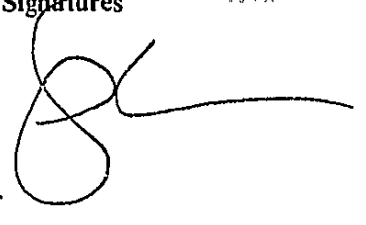

STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ

Company Director


ALAN RUTLAND
124-128 City Road
London EC1V 2NJ

Office Manager

Witness to the above Signatures


Shaun O'Connor
124-128 City Road
London EC1V 2NJ

Registration Manager



THE COMPANIES ACTS 1948 TO 1980

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



Company number

1581353 / 5

Name of Company

TIPTEL
Limited*

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

124-128 City Road, London EC1V 2NJ

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

Stanley Davis (Company Services) Limited
124-128 City Road
London EC1V 2NJ

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):

For official use
General section

Post room

Stanley Davis (Company Services) Limited

International Company Registrations and Searches

124-128 City Road, London EC1V 2NJ
Telephone 01-250 3350 Telex 21957-DAVIS G
LDE Box No 274



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:

Name (note 2)	Stanley Harold Davis	Business occupation
		Company Director
Former name(s) (note 3)	None	Nationality
Address (note 4)	124-128 City Road	British
	London EC1V 2NJ	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
Stanley Davis (Company Services) Limited		
I hereby consent to act as director of the company named on page 1		
Signature		Date

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)	Alan Rutland
Former name(s) (note 3)	None
Address (notes 4 & 7)	124-128 City Road
	London EC1V 2NJ
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 11 JUL 1988

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

Signature	Subscriber	† Date
Signature	Subscriber	† Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1581353

I hereby certify that

TIPTOE 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 19TH AUGUST 1981

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies

Memorandum of Association

1587.253/10
The Companies Act 1948 - 1980
Company Limited By Shares

of

TIPTOE, LIMITED

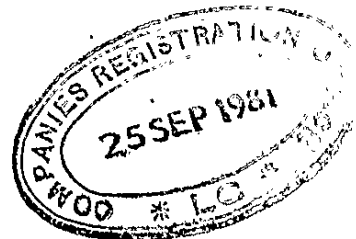
(As amended by Special Resolution passed 19th August 1981)

1. The name of the Company is Tiptoe 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, owners, buyers, sellers, hirers, repairers, cleaners, storers and general dealers in motor cars, vans, lorries, coaches and omnibuses, motor cycles, scooters, bicycles and mechanically propelled vehicles of every description, engines, bodies, tyres, fittings, petrol, oil and all other kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture, running, maintenance, repair or use of such vehicles and to carry on business as motor body painters, motor, mechanical, radio, electrical and general engineers, metal and alloy workers, dealers in radio apparatus and accessories and to act as haulage contractors and carriers of goods and persons in every way and garage proprietors; and to carry on the business of manufacturers, exporters and importers of and dealers in any goods, materials or things ancillary to or connected with all or any of the said businesses and to buy, sell, exchange, alter, improve, refine, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things, necessary for carrying on any of the said businesses, whether as principals, agents, trustees, manufacturers or otherwise.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, 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.
- (D) To erect, alter or maintain any buildings, 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 acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) 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 the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without

consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon

such investments and in such manner as the company may approve.

- (O) 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.
- (P) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, 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.

L

Clauses 3 (T) to (X)

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees of agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers

Clauses 4 to 5

and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited. ✓
5. The Share Capital of the Company is £1,000 divided in 1,000 Ordinary 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

STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ

ONE

Company Director

ALAN RUTLAND
124-128 City Road
London EC1V 2NJ

ONE

Office Manager

Dated the 1st day of July 1981

Witness to the above Signatures:-

Shaun O'Connor
124-128 City Road
London EC1V 2NJ
Registration Manager

TPS 0558

L

Special Resolution

The Companies Acts 1948-1980
Company Limited by Shares

of

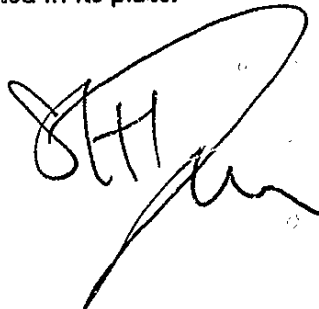
TIPTOE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named
Company duly convened and held at 124-128 City Road,
London EC1V 2NJ on 19th August 1981
the subjoined SPECIAL RESOLUTION was duly passed, viz:

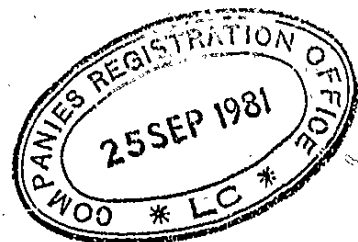
Resolution

THAT the existing Clause 3 (A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3 (A)
be substituted in its place.

S.H.Davis
Director



Company No.1581353/9.....



Stanley Davis (Company Services) Limited



124-128 City Road, London EC1V 2NJ
Telephone 01-250 3350 Telex 21957-DAVIS G
LDF Box No. 274

- 7
- TPS 0511
- (A) To carry on business as manufacturers, owners, buyers, sellers, hirers, repairers, cleaners, storers, and general dealers in motor cars, vans, lorries, coaches and omnibuses, motor cycles, scooters, bicycles and mechanically propelled vehicles of every description, engines, bodies, tyres, fittings, petrol, oil and all other kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture, running, maintenance, repair or use of such vehicles and to carry on business as motor body painters, motor, mechanical, radio, electrical and general engineers, metal and alloy workers, dealers in radio apparatus and accessories and to act as haulage contractors and carriers of goods and persons in every way and garage proprietors; and to carry on the business of manufacturers, exporters and importers of and dealers in any goods, materials or things ancillary to or connected with all or any of the said businesses and to buy, sell, exchange, alter, improve, refine, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things, necessary for carrying on any of the said businesses, whether as principals, agents, trustees, manufacturers or otherwise.



THE COMPANIES ACTS 1948 TO 1976

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

A

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number



Name of company

0111

1581353

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

TIP TEE Limited*

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

Please mark X in the box below if a public company

Day Month

3 0 0 9

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Signed

[Director][Secretary]†

Date

22 DEC 1981

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

Stanley Davis (Company Services) Limited



International Company Registrations and Searches

124-128 City Road, London EC4V 2NJ
Telephone 01-250 3350 Telex 21957-DAVIS G
LDE Box No. 274

For official use

General section

Post room



G

COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

22

23

1581353

Name of company

*TIPTOE LIMITED

* insert full name
of company**Note**Please read notes
1 to 4 overleaf
before completing
this form

gives notice 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 1 10

† delete as
appropriateThe current 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 1 10 1 9 87

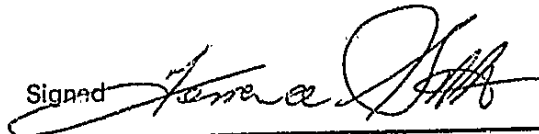
If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

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

_____, company number _____

the accounting reference date of which is _____

Signed



[Director][Secretary]† Date

28/1/87

Presenter's name address and
reference (if any):LEWIS + CO,
GREENDON HOUSE,
7^A, BAYHAM STREET,
LONDON,
NW1 0EYFor official Use
General Section

Post room

