



Please do not
write in this
binding margin



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

*Insert full name
of Company

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

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

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

[] [] [] [] [] [] 1596563 / 11

Name of Company

INTERCEDE SIXTY-FOUR LIMITED

I, ANDREW SELWYN TVISON

of Inveresk House, 1 Aldwych, London, WC2R 0HF

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

of Intercede Sixty-Four 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 1 Pilgrim Street
London EC4

Signature of Declarant

Andrew S. Tvison

the 28th day of September

One thousand nine hundred and eighty-one

before me Malcolm Logan

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

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

McKenna & Co.,
Inveresk House,
1 Aldwych,
London, WC2R 0HF.

PRE/MLW

For official use

New companies section

Post room



143977/6



The Companies Acts 1948 to 1980

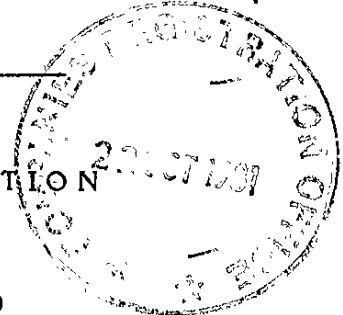
1596563/3

Private Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

INTERCEDE SIXTY-FOUR LIMITED



1. The name of the Company is "INTERCEDE SIXTY-FOUR LIMITED."
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are
 - (1) To carry on all or any of the following businesses:
Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers, for or on behalf of any individual, company, firm or other body or as principals, in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters,

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merchandising agents, warehousemen, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.

- (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.
- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders,

carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.

- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.
- (8) To purchase, take on lease or licence or in exchange, or apply for or hire, or renew, or otherwise acquire and hold for any estate or interest, and to sell, let, licence or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on engaged in or about to, carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.

- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.
- (13) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.
- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or

through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.

- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (18) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and the issue of the capital of the Company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs

and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.

- (21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.
- (22) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (23) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or useful object whatever.
- (24) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- (26) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where

otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.

4. The liability of the members is limited.

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

WE, the several persons whose names and addresses 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

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R 0HF

One

One

SOLICITOR

[Signature]

[Signature]
AGAMEMNON KANE
Inveresk House
1 Aldwych
London WC2R 0HF

One

One

CHARTERED SECRETARY

Dated this 28th day of September 1981 .

Witness to the above Signatures: *A.M. Lloyd Williams*

A.M. Lloyd Williams

Inveresk House,

1 Aldwych

London WC2R 0HF

ARTICLED CLERK

The Companies Acts 1948 to 1980

1596563 / 4

Private Company Limited By Shares

ARTICLES OF ASSOCIATION
of
INTERCEDE SIXTY-FOUR LIMITED

1. In these Articles -

"The Act" means the Companies Act 1948, as amended by the Companies Act 1967, the Companies Act 1976, and the Companies Act 1980 and any statutory instruments made thereunder.

"Part I" means Part I of Table A in the First Schedule to the Act.

2. The regulations contained in Part I shall apply to the Company with the exceptions, modifications and additions hereinafter contained.

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures is prohibited

4. The Company shall not have power to issue share warrants to bearer.

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

6. The provisions of sub-sections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to the Company.

7. Subject to any direction to the contrary which may be given by the Company in General Meeting, the Directors have authority to allot, grant options over, or otherwise dispose of shares or rights to subscribe for, or to convert any security into shares other than shares so allotted to such persons (including any

Director) and on such terms as they think fit, provided that no share shall be issued at a discount. Such authority shall remain in force for a period of 5 years from the date of incorporation of the Company or as directed by the Company in General Meeting pursuant to Section 14 of the Companies Act 1980. The maximum amount of the relevant securities (as defined in Section 14(10) of the Companies Act 1980) that may be allotted by the Directors pursuant to this authority shall be the amount of the unissued nominal share capital of the Company for the time being

8. There shall be substituted for the first sentence of Regulation 11 of Part I, the words: "The Company shall have a first and paramount lien on every share for all monies (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 standing registered in the name of a single person for all monies 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 provision of this regulation.

9. In regulation 15 of Part I the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

10. Regulation 22 of Part I shall not apply to the Company. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

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

12. Regulation 54 of Part I shall not apply to the Company. If within half an hour from the time appointed for the Meeting a quorum is not present, the

Meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the Directors may determine, and if at the said meeting a quorum is not present within half an hour from the time appointed for the Meeting, the members present shall be a quorum.

13. Regulation 75 of Part I shall not apply to the Company. Unless and until otherwise determined by Ordinary Resolution of the Company, the number of Directors shall not be less than two and the maximum number of Directors shall not be limited.

14. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by any director thereof or by any person so authorised by resolution of the Directors or of other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company subject to the provisions of Section 47 of the Companies Act 1980.

15. There shall be substituted for the second sentence of regulation 76 of Part I the words: "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such

determination equally, except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any Director who, at the request of the Board, performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

16. Regulation 77 of Part I shall not apply to the Company. A shareholding qualification shall not be required of a director, but he shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting, notwithstanding any provision in these Articles to the contrary.

17. The proviso to regulation 79 of Part I (limiting the power to borrow money) shall not apply to the Company.

18. Subject to such disclosure as is required by Section 199 of the Act and Section 60 of the Companies Act 1980 a Director may vote as a Director in regard to any contract, matter or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration; and paragraphs (2) and (4) of regulation 84 of Part I shall not apply to the Company.

19. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from regulation 86 of Part I.

20. Any Director may at any time appoint any person (or more than one, jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of

these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Directors, and, in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered office of the Company or to the Secretary or is produced at a Meeting of the Directors.

21. Regulation 88 of Part I shall not (save as hereinafter repeated) apply to the Company. Subject always to any claim arising under any contract between him and the Company and to the provisions of Section 47 of the Companies Act 1980, the office of Director shall be vacated

- (A) if he resigns his office by notice in writing to the Company; or
- (B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (D) if he becomes of unsound mind; or
- (E) if he is otherwise duly removed from office.

No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

22. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 inclusive of Part I and the last sentences of regulations 95 and

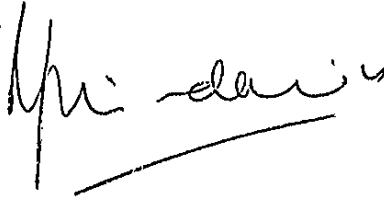
97 of Part I shall not apply to the Company.

23. The last sentence of Regulation 98 of Part I shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given addresses or be resident outside the United Kingdom.

24. The words "and payment thereof shall be a sufficient discharge to the Company in respect of the dividend, interest or other monies represented thereby" shall be added to the second sentence of regulation 121 of Part I.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R 0HF



SOLICITOR



AGAMEMNON KANE
Inveresk House
1 Aldwych
London WC2R 0HF

CHARTERED SECRETARY

Dated this 28th day of September, 1981

Witness to the above Signatures: A.M. Lloyd-Williams

A.M. Lloyd-Williams

Inveresk House,

1 Aldwych

London WC2R 0HF

ARTICLED CLERK



THE COMPANIES ACTS 1948 TO 1976

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 block lettering

Name of Company

* delete if
inappropriate

Company number

1596563/5

INTERCEDE SIXTY-FOUR

Limited*

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

Inveresk House,

1 Aldwych,

London, WC2R OHF.

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

McKenna & Co.,

Inveresk House,

1 Aldwych, London, WC2R OHF.

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 name, address and
reference (if any):McKenna & Co.,
Inveresk House,
1 Aldwych,
London, WC2R OHF.

PRE/MLW

For official use
General section

Post room



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

Please do not write in this binding margin



Important

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

Name (note 2)	ROBERT JOHN WINDMILL	Business occupation
Former name(s) (note 3)	None	SOLICITOR
Address (note 4)	Inveresk House, 1 Aldwych, London, WC2R OHF	Nationality BRITISH
Particulars of other directorships (note 5)	See Attached List	Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature	<i>[Signature]</i>	Date 28 th September 1981

Name (note 2)	AGAMEMNON KANE	Business occupation
Former name(s) (note 3)	None	CHARTERED SECRETARY
Address (note 4)	Inveresk House, 1 Aldwych, London, WC2R OHF.	Nationality BRITISH
Particulars of other directorships (note 5)	See Attached List	Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature	<i>[Signature]</i>	Date 28 th September 1981

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Please do not write in this binding margin

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:

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (notes 2 & 7)	INVERESK SECRETARIES LIMITED	
Former name(s) (note 3)		
Address (notes 4 & 7)	Inveresk House, 1 Aldwych, London, WC2R OHF.	
I hereby consent to act as secretary of the company named on page 1		
for and on behalf of Inveresk Secretaries Limited		
Signature	<i>[Signature]</i>	Date 28 th September 1981

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

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

† delete as appropriate

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

Signature Mckenna + Co [Subscriber] [Agent]† Date 28th September 1981

Signature _____ [Subscriber] [Agent]† Date _____

LIST OF DIRECTORSHIPS

R.J. WINDMILL

National Heritage Limited
Sentinel Holdings Limited
United Manufacturers Direct Supply Company Limited
Trident Trust Limited
Arundel Holdings and Investment Limited
Richard Crispin & Company Limited
The Arundel Trust Limited
Trust Trustees Limited
London Commercial & Mercantile Limited
Coluquon Lawson & Company Limited
Equipment Co-ordination Limited
Scottish Trust Managers Limited
Northern and General Trust and Agency Limited
Gresham Secretaries & Registrars Limited
Gresham Street Nominees Limited
Krohn Brothers Limited
Teniwood Securities Limited
Watford Electric Company Limited
Harvey Hubbell Limited
Grelco Limited
Grelco Realisations Limited
Oberman (Watford) Limited
Chattem (U.K.) Limited
Croft Hill Investments Limited

LIST OF DIRECTORSHIPS

A. KANE

National Heritage Limited

Inveresk Secretaries Limited

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1596563

I hereby certify that

INTERCEDE SIXTY-FOUR 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 9TH NOVEMBER 1981

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

Assistant Registrar of Companies