

No. 1641937

19
THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES

Memorandum
As amended

AND

Articles of Association
As amended

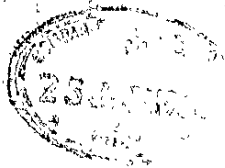
OF

TIDDINGTON INVESTMENTS LIMITED

Incorporated 8th June 1982.

CERTIFIED A TRUE COPY OF THE AMENDED
MEMORANDUM AND ARTICLES

R. Dean
SECRETARY



Director of Company:

1641937

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
of
TIDDINGTON INVESTMENTS LIMITED

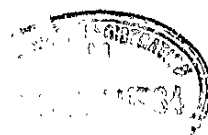
Passed on the Tenth day of JANUARY 1984

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Church Street Stratford-upon-Avon on the Tenth day of JANUARY 1984 the following RESOLUTION was duly passed as an Ordinary Resolution:-

RESOLUTION

"That the authorised capital of the company be increased from £2,000,000 divided into 2,000,000 ordinary shares of £1 each to £5,000,000 divided into 5,000,000 ordinary shares of £1 each by the creation of 3,000,000 ordinary shares of £1 each to rank in all respects pari passu and forming one class with the existing ordinary shares of the Company."

C.A. Thomas
Chairman.



THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES.

Memorandum of Association

(As amended by Special Resolution passed on 2nd August 1982)
OF

TIDDINGTON INVESTMENTS LIMITED

- # 1. The name of the Company is TIDDINGTON INVESTMENTS 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 acquire by purchase, lease, concession, grant, subscription, licence or otherwise such land, buildings, leases, underleases, rights, privileges, stocks, shares and debentures, policies of insurance, patents, copyrights and such other property, real or personal and rights and interest in property capable of being held for investment as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in any such property but may acquire the same for the purpose of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for investment reasons for the Company to realise all or any part of its property or assets the Company shall have power to do so but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses and not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account. The powers in this sub-clause are the principal powers of the Company and all the remaining sub-clauses hereof shall be and be construed as being ancillary thereto;

NOTE: Name changed by Special Resolution passed on 30th July 1982. Certificate of Incorporation on change of name issued 15th September 1982.

- (B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;
- (C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
- (E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;

- (G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world;
- (H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;

- (H) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;
- (P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;
- (S) 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, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;

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

(U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

Subject Always to the provisions of sub-clause (A) it is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £2,000,000 divided into 2,000,000 Ordinary shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

* Note: Capital increased from £100 by Ordinary Resolution passed on 2nd August 1982.

** Note: Capital increased to £5,000,000 by Ordinary Resolution passed on 10th January 1984.

THE COMPANIES ACTS 1948 to 1961.

COMPANY LIMITED BY SHARES.

Articles of Association

(As amended by Special Resolution passed on 2nd August 1982)
OF

TIDDINGTON INVESTMENTS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company, (hereinafter referred to as "Table A"), shall apply to the Company.

2. Regulations 3, 11, 24, 75, 77, 79 and 88 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The Company is a private company limited by shares and accordingly,

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
- (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited.

* 4. The share capital of the Company at the date of adoption of this Article is £2,000,000 divided into 2,000,000 Ordinary shares of £1 each.

* 5. (a) Subject to authorisation in accordance with the provisions of Section 14 of the Companies Act 1980 the directors may allot or otherwise dispose of the shares of the Company whether forming part of the original or any increased capital to such persons and for such consideration and upon such terms and conditions as they may determine but so that no shares shall be issued at a discount.

(b) For the purposes of Section 14 of the Companies Act 1980:

(i) the directors shall, unless and until such authority shall have been previously revoked or varied by the Company in general meeting, for a period of five years from the date of adoption of this Article, have a general and unconditional authority to allot any unissued shares of the Company forming part of its capital at such date;

(ii) before the expiry of the authority given in sub-paragraph (i) above the Company by its directors or otherwise may make any offer or agreement which would or might require unissued shares of the Company to be allotted after such expiry and the directors may notwithstanding such expiry allot unissued shares of the Company pursuant to such offer or agreement.

(c) Section 17(1) of the Companies Act 1980 shall be excluded in respect of any allotment of shares whether by the directors or otherwise.

6. Subject to the provisions of Section 58 of the Act any preference shares may with the sanction of a special resolution be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed.

* Articles 4 and 5 adopted by Special Resolution passed on 2nd August 1982.

LIEN

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) 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 (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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 thereon.

TRANSFER AND TRANSMISSION OF SHARES

8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

9. Save in the circumstances set out in the next succeeding Article, 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.

10. Subject as hereinafter provided -

- (a) Any share may be transferred to a person who is already a member of the Company;
- (b) Any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his Will; and
- (c) Any share standing in the names of the trustees of the Will of any deceased member or of a settlement created by a member or a

deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided Always that nothing hereinbefore in this Article contained shall prevent the Directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

11. The proviso to regulation 32 of Table A shall not apply to the Company.

GENERAL MEETING

12. Every notice convening a General Meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

13. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

14. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 21 of the Companies Act 1976.

BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 14 of the Companies Act 1980, 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.

POWERS AND DUTIES OF DIRECTORS

16. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

17. Any Director may appoint any person approved by the Board of Directors to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of meetings of Directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

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

- (a) if he resigns his office by notice in writing to the Company;
- (b) if he becomes bankrupt or enters into any arrangement with his creditors;
- (c) if he is prohibited from being a Director by an order made under Section 188 of the Act or under Section 28 of the Companies Act 1976 or under Section 9 of the Insolvency Act 1976;
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office by resolution duly passed under Section 184 of the Act.

ROTATION OF DIRECTORS

19. In Regulation 89 of Table A after the words "then the number nearest" shall be inserted the words "to but not exceeding".

THE SECRETARY

20. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976.

NOTICES

21. In Regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted and if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

22. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of Section 205 of the Act every director, managing director, agent, auditor, secretary and other officer 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.