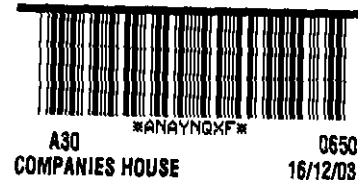


A private company limited by shares
incorporated under the Companies Act 1948 & 1981

Memorandum of Association

of



ANDREWS KALIK HARRIS PARTNERSHIP LIMITED

1. Name of the Company

The Company's name is ANDREWS KALIK HARRIS PARTNERSHIP LIMITED.

2. Registered Office of the Company

The Company's registered office is to be situated in England and Wales.

3. Objects of the Company

The object of the Company is to carry on business as a general commercial company.

4. Liability of the members of the Company

The liability of the members is limited.

5. Share capital of the Company

The share capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

A private company limited by shares
incorporated under the Companies Act 1948 & 1981

Articles of Association
of
ANDREWS KALIK HARRIS PARTNERSHIP LIMITED

1. **Statutory Obligations and Exceptions**

Table A in the Companies (Tables A to F) Regulations 1985 shall apply to the Company, where appropriate.

2. **Designation of the Company**

The Company is a private company and no offer shall be made to the public to subscribe for any shares in the Company.

3. **Issued Share Capital**

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

4. **Dealing in Shares of the Company**

4.1 The Directors of the Company are authorised to allot relevant securities of the Company, as defined in Section 80 (2) of the Companies Act 1985, to any persons and on such terms and conditions as the Directors think appropriate.

- 4.2 The Directors shall only allot relevant securities to the extent of the amount of the authorised share capital issued at the date of incorporation.
- 4.3 The Directors shall be authorised to allot securities for up to five years from the date of incorporation. The authority may be revoked or amended at a General Meeting of the Company at any time and the Company shall give Notice to the Registrar of Companies within 15 days of making such a Resolution in accordance with Section 380 of the Companies Act 1985.
- 4.4 All shares authorised to be allotted shall be offered to the members in proportion to the existing shares held by them and the offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time not less than 21 days later for acceptance. After the expiry of the time limit for acceptance or after receiving notice that the member does not wish to take up the share offer, the Directors shall be entitled to allot or otherwise dispose of the shares to such persons and upon such terms as they think appropriate.
- 4.5 Sections 89(1) and 90(1) to 90(6) inclusive of the Companies Act 1985 shall not apply to the Company by virtue of section 91(1) of the Companies Act 1985.

5. Lien over Shares

The Company shall have a lien on every share (whether fully paid or not) standing registered in the name of any member 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 on a share extends to all dividends payable upon it.

6. Registration of Shares by Directors

The Directors may, without giving any reason, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

7. General Meetings

- 7.1 All members entitled to vote at a General Meeting of the Company shall be notified in advance of the meeting and a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and the proxy holder need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
- 7.2 Regulation 41 of Table A shall have added at the end: "If at any adjourned meeting a quorum is not present within thirty minutes of the time the meeting is due to start then the meeting shall be dissolved."
- 7.3 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors. If there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly.

8. Restrictions on Directors Entitlement to Act and Appointment of Directors

Any person may be appointed as a Director, whatever his age, and no Director shall be required to vacate his office of Director because of his age. Regulations 73 to 77 (inclusive) and 80 of Table A regarding retirement of directors do not apply to the Company.

9. Entitlement of Directors to receive formal Notice of Business of the Company

A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.