

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

412



For official use

Company number

T	-	T	-	T
I		I		I
L		L		L

1661713

Name of Company

SILVERBED LIMITED

100-101 Exchange Buildings

of Adelaide Street

SWANSEA SA1 15Z

do solemnly and sincerely declare that I am not a person named as a Director of the company in the statement delivered under Section 21 of the Companies Act, 1976.

of * SILVERBED 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 2 Princess Way
SWANSEA SA1 3ND.

Signature pf Declarant

the 22nd day of June

the 25 of August, 1982.
One thousand nine hundred and Eighty-two

before me W. G. J. Smith
A Commissioner for Oaths & Notary Public & Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

Financial Credit Services
100-101 Exchange Buildings
Adelaide Street
SWANSEA SA1 1SZ.

Tel: Swansea 41896.

For official use
New companies section

Post room





The Companies Acts 1948 to 19 80

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF SILVERBED
LIMITED



3

1. The name of the Company is " SILVERBED 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 all or any of the businesses of accountants; addressers, advertising agents; advertising contractors; agents; agricultural engineers, aircraft proprietors and charterers; amusement caterers; analysts; antique dealers; architectural consultants; arc gallery owners; artists; auctioneers; bakers; bankers, beauticians; betting shop proprietors; boat builders; book-binders; builders; building contractors; builders' merchants; business consultants; business machine dealers; business transfer agents; butchers; cabinet makers; cafe proprietors; camping ground proprietors, car hirers, caravan dealers; carpenters; carpet planners, case makers; caterers, catering equipment dealers; cattle dealers; cellulose sprayers; chandlers, check traders; chemists; chinaware dealers; cinema proprietors, circus proprietors, civil engineers, cleaners, clinic proprietors, clock and watch dealers; clothing manufacturers; outworkers, repairers, wholesalers, and retailers, club owners; coach owners and hirers; coal merchants; coin dealers; cold storage proprietors; college proprietors; commercial agents; commission agents; commodity brokers; company promoters; company registrars; company secretaries; computer programmers and analysts; concert agents and promoters; concert hall owners; confectioners; conference organisers; confirming house proprietors; constructional engineers; consultants; container hirers; control equipment dealers; cooked meat purveyors; copying and typewriting office proprietors; cosmetic dealers; costing consultants; costumiers; curtain makers; cutlers; cycle dealers; dairymen, data processing consultants and contractors; debt collectors; decorators; demolition contractors; dental mechanics; designers; diamond merchants; die-casters; die-sinkers; die-stampers; direct mail contractors; discotheque owners; discount

Financial
Procter Services

Wydelsion
S30541



traders; display contractors; "do-it-yourself"
retailers; dog-breeders; domestic appliance
dealers; double glazing contractors; drapers;
draughtsmen; dress agents; dressmakers; driving
instructors; drug store proprietors; dry rot
and insect infestation remedial specialists;
dyers and cleaners; earth moving contractors;
educational suppliers; electrical dealers;
electrical engineers; electro-medical apparatus
dealers; electronics engineers; employment agents;
enamellers; engineers; engravers; enquiry agents;
entertainment agents; entertainment contractors;
envelope manufacturers; escort service providers;
estate agents; estate developers; excavation
contractors; exhibition contractors; exhibition
organisers; export packers; exporters; export
agent; factors; fancy goods dealers; farm
machinery dealers; farmers; fashion artists;
fencing manufacturers and contractors; fertiliser
dealers; fibreglass fabricators; film distributors;
film editor; film producers; financiers;
financial advisers and consultants; financial
agents; fine art publishers and dealers; fire
protection specialists; fish fryers; fishmongers;
fishing tackle dealers; fitters; flooring
contractors; florists; food manufacturers and
importers; footwear dealers; forwarding agents;
fruit and vegetable merchants; fuel merchants;
funeral directors; furnishers; furniture dealers;
furriers; garage proprietors; garden centre
proprietors; garden equipment and tools dealers;
gas fitters; general dealers; general merchants;
general store proprietors; gift shop proprietors;
glass merchants; glassware dealers; glaziers;
glovers; goldsmiths; gramophone record dealers;
graphic designers; greengrocers; greetings cards
dealers; grocers; gunsmiths, haberdashers; hair-
dressers; handicraft dealers; hardware merchants;
hatters; haulage contractors; health food dealers;
heating engineers and contractors; horse dealers;
horticultural dealers; hosiers; hospital equipment
suppliers, hoteliers, house furnishers; hydraulic
engineers; ice-cream vendors; illustrators;
importers; import agents; impresarios; index
systems manufacturers; industrial consultants;
industrial estate developers; instrument makers;
insulation contractors; insurance agents and
brokers; interior decorators; interpreters;
investigators; investment managers; investors;
jewellers; jig and tool makers; job stock buyers;
joiners; journalists; kennel owners; kitchen
designers; kitchen equipment dealers; knitwear
dealers; lamp and lampshade dealers; landscape
gardeners; launderers, law agents; law stationers;
leather goods dealers; library proprietors;
lighting equipment dealers; lighting engineers;
lime and cement merchants; lingerie dealers;
literary agents; lithographers; locksmiths;

Lorry owners; machinery dealers; machine tool
dealers; machinery removers; mail order agents
and dealers; management consultants; manufacturers;
manufacturers' agents; marine engineers, marketing
consultants; marriage bureau proprietors;
medallists; metal merchants; metal refiners; metal
treatment specialists; metal workers; microfilm
specialists; milliners; mine owners; mineral dealers;
model agents; model makers; moneylenders;
monumental masons, mortgage brokers; motor
accessory dealers; motor body builders; motor
dealers; motor engineers; motor vehicle
repairers; motor cycle dealers and repairers;
museum owners; musicians; music publishers;
musical instrument dealers; nautical instrument
dealers; newsagents; newspaper proprietors; night
club owners; novelty dealers; nursery school
proprietors; nursery equipment dealers; nurserymen;
office cleaners; office equipment dealers; oil
brokers; oil merchants; optical goods dealers;
opticians; outfitters; packers; packaging designers;
painters, paint dealers; panel beaters; paper
merchants; paper converters; paper agents; paper-
hangers; pastrycooks; patent agents; pattern
makers; paving contractors; perfumiers; pet food
dealers; pet shop proprietors; petrol and oil
dealers; pharmacists; photocopyists; photo-
lithographers; photo-printers; photographers;
photographic equipment and sundries dealers;
photographic processors; piano dealers; picture
framers; picture restorers; pie makers; pile
driving contractors; pipe and tube manufacturers
and merchants; plant and machinery merchants
and hirers; plasterers; plastics moulders and
fabricators; plastic merchants; plasterers; pleaters;
plumbers; plumbers' merchants; polish manufacturers;
polishers; portable buildings manufacturers;
potato merchants; poultry and livestock breeders;
and dealers; precision engineers; press cutting
agents; press agents; printers; printers' suppliers;
private enquiry agents; property developers;
property dealers; property owners; property
managers; provision merchants; public relations
consultants; publicity specialists; publishers;
quarry owners; ready-mixed concrete specialists;
record shop owners; recording engineers;
refrigeration engineers; reinforced and pre-
stressed concrete contractors; removers;
reprographers; restaurateurs; riding school owners;
roofing contractors; rubber stamp makers; rubbish
disposal contractors; rust prevention specialists;
sand and gravel merchants; sanitary engineers; sauna
bath owners; scaffolding hirers and erectors;
school proprietors and managers; scientific
instrument and apparatus makers and dealers;
scrap metal merchant; scriptwriters; secretaries;

secretarial bureau owners; security experts;
 sheet metal workers; shelving manufacturers;
 ship-builders; shipowners; ships'chandlers;
 shipping agents; shirt-makers; shoe manufacturers;
 shopfitters; shopkeepers; signmakers; signwriters;
 silversmiths; site clearance contractors;
 skirt manufacturers; slaughterhouse operators;
 smallware manufacturers; sound engineers; sound
 recording and reproducing equipment manufacturers;
 and dealers; spinners; sports goods manufacturers and
 dealers; sports outfitters; sports organisers and
 promoters; spraying contractors; stamp dealers;
 stampers and piercers; stationers; stationery
 manufacturers; statisticians; steel erectors; steel
 stockholders; stereotypers; stock and share dealers;
 stockbrokers; storage contractors; suede goods
 dealers; sundriesmen; supermarket operators;
 surgical appliance makers and dealers; surveyors;
 swimming pool builders and installers; tailors;
 taxi operators; tea merchants; technical
 researchers; television engineers and dealers;
 textile agents; textile and fabric manufacturers
 and merchants; theatrical costumiers; tilers;
 timber merchants; tobacconists; toilet requisites
 dealers; tool dealers; toolmakers; tour organisers;
 toy manufacturers and dealers; tractor dealers;
 trade protection agents; translators; transport
 contractors; travel agents; travel goods makers and
 dealers; trimmings manufacturers and merchants;
 trouser makers; turf commission agents; turkish bath
 operators; typesetters; tyre dealers; umbrella
 makers; and dealers; upholsterers; valuers; velvet
 manufacturers and merchants; ventilating engineers;
 visual aid makers and dealers; wall covering
 manufacturers and dealers; warehousemen; waste
 merchants; watch and clock makers; dealers and
 repairers; water treatment specialists; welders;
 wharfingers; wholesalers; wigmakers; window makers;
 wine and spirit merchants; wireworkers; woodworkers;
 wool merchants; woolen goods manufacturers and
 merchants; yacht brokers.

(ii) To manufacture, buy, sell, import, export,
 distribute, let or take on hire, lease, maintain
 repair, process, convert, improve or otherwise
 deal in or with goods of every description and
 all raw materials used or required in the manufacture
 or other treatment thereof.

(iii) To devise, originate, manage, organise
 and provide services of every description and to
 employ any properly qualified and other persons
 in connection therewith.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or who have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for

the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

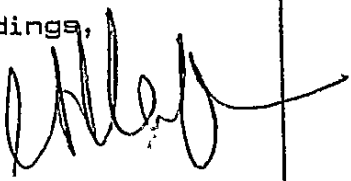
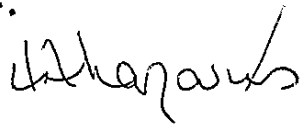
(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited 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 from 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 as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £ 100 divided into 100 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
<p>Harry Pierre Lazarus, 100-101 Exchange Buildings, Adelaide Street, SWANSEA SA1 1SZ.</p> <p>Company Director.</p> 	One
<p>Heather Ann Lazarus, 100-101 Exchange Buildings, Adelaide Street, SWANSEA SA1 1SZ.</p> <p>Company Director.</p> 	One

Dated 28th 1987

Witness to the above signatures.

Sandra Myles,
100-101 Exchange Buildings,
Adelaide Street,
SWANSEA SA1 1SZ.

Secretary. S. Myles

THE COMPANIES ACTS 1948 to 1980

1661713 / 4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF SILVERBED LIMITED

PRELIMINARY

1. 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 save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. After the initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by 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 be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. Subject to this Clause the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause 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".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 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 Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. 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 Meetings (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 and Clause 73A in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

POWERS OF DIRECTORS

12. A Director may vote as a Director 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 a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act of 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

ACCOUNTS

18. The accounts and other documents to be prepared by the Directors under Clause 126 in Table A shall be prepared in accordance with Sections 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and in accordance with Sections 1, 6 and 7 of the Companies Act 1976.

TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

Names, addresses and description of Subscribers

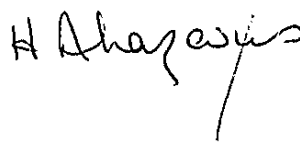
Harry Pierre Lazarus,
100-101 Exchange Buildings,
Adelaide Street,
SWANSEA SA1 1SZ.



Company Director.

Heather Ann Lazarus,
100-101 Exchange Buildings,
Adelaide Street,
SWANSEA SA1 1SZ.

Company Director.



Dated

22/01 1982

Witness to the above signatures:-

Sandra Myles
100-101 Exchange Buildings,
Adelaide Street,
SWANSEA SA1 1SZ.

Secretary. 



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

1

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

Company number

1661713

S

Name of Company

SILVERBED LIMITED

limited*

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

100-101 Exchange Buildings

Adelaide Street,

SWANSEA SA1 1SZ.

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

Financial Credit Services

100-101 Exchange Buildings, Adelaide Street,

SWANSEA SA1 1SZ.

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 statementPresentor's name, address and
reference (if any):Financial Credit Services
100-101 Exchange Buildings
Adelaide Street,
SWANSEA SA1 1SZ.

Tel: Swansea 41896.

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)	Harry Pierre Lazarus	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	100-101 Exchange Buildings Adelaide Street SWANSEA SA1 1SZ.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	Closeofplay Ltd. Financial Credit Services Ltd. Caribbean Connection Ltd.		
I hereby consent to act as director of the company named on page 1			
Signature	Date		22/6/85

Name (note 2)	Heather Ann Lazarus	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	100-101 Exchange Buildings Adelaide Street, SWANSEA SA1 1SZ.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	Closeofplay Ltd. Financial Credit Services Ltd. Caribbean Connection Ltd.		
I hereby consent to act as director of the company named on page 1			
Signature	Date		22/6/85

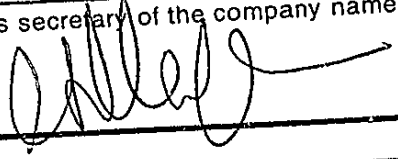
Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature	Date		

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.

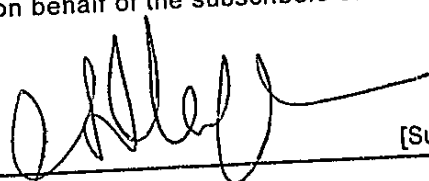
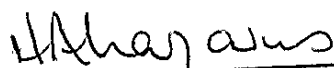
Name (notes 2 & 7)	Harry Pierre Lazarus
Former name(s) (note 3)	
Address (notes 4 & 7)	100-101 Exchange Buildings, Adelaide Street, SWANSEA SA1 1SZ.
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 22/6/82

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

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

† delete as
appropriate

Signature		[Subscriber] [Agent] †	Date 22/6/82
Signature		[Subscriber] [Agent] †	Date 22/6/82

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1661713

I hereby certify that

SILVERBED LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the

3RD SEPTEMBER 1982

A handwritten signature in black ink, appearing to be 'A. J. Wilson'.

Assistant Registrar of Companies