

THE COMPANIES ACTS 1948 TO 1980

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

41a

Please do not write in this binding margin



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

*Insert full name of Company

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

For official use

Company number

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

[] 1677423 [] []

Name of Company

T.B.R. (FOURTEEN) LIMITED

I, VERNER GEORGE SOUTHEYof Three Quays, Tower Hill, London EC3R 6DS

do solemnly and sincerely declare that I am the person named as director
in the statement delivered under Section 21 of the Companies Act 1976
 of T.B.R. (FOURTEEN) LIMITED

†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

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 Three Quays,
Tower Hill, London EC3R 6DS

Signature of Declarant

the 28th day of September
 One thousand nine hundred and eighty two

before me

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

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

Elborne Mitchell & Co.,
 Three Quays,
 Tower Hill,
 London EC3R 6DS

Ref: VGS/18.534
 Tel: 01-283 7281

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New companies section

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COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

T.B.K. (FOURTEEN) LIMITED

- 1 -

Base
007365
107 (021)

(3) To acquire and hold and deal with shares, stocks, securities, certificates, rights or debentures or investments in any company or corporation carrying on business in any part of the world.

(4) To purchase, lease, licence, exchange, hire or acquire in any other manner, for any estate or interest any real or personal property and any rights or privileges for any purpose in connection with any business which the Company is authorised to carry on and to sell, lease, licence, hire, create easements and other rights over, improve, manage or develop and in any other manner deal with such property of the Company or any part thereof as the directors may think fit.

(5) To apply for, take out, purchase or otherwise acquire and maintain any designs, trade marks, patent rights, inventions, copyrights or secret processes and any other intangible property and to use, exercise, develop, licence or otherwise turn to account any such property, knowledge and rights.

(6) To build, construct, maintain, alter, enlarge, demolish, remove or replace any buildings, works, plant or machinery, for any purpose, in connection with any business which the Company is authorised to carry on.

(7) To receive money on deposit or loan, whether at interest or not, and to borrow, raise or secure the payment of money by mortgage, charge or lien or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other manner, either with or without security and to charge all or any of the property or assets of the Company whether present or future, including its uncalled capital, to support any obligations of the Company or any other company or person and collaterally or further to secure any securities or obligations of the Company by a trust deed or other assurance.

(8) 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.

(9) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.

(10) To advance and lend money and give credit to any company or person with or without security and (with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee), to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets, present and future, including the uncalled capital of the Company or by one or more of such methods, the performance of the obligations and the payment of the capital or principal (together with any premium), of, and dividends or interest on, any stocks shares or securities loans (whether secured or not) trading or current account of the Company, firm or person, and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company or otherwise associated with the Company.

(11) To pay for any rights or property acquired by the Company and to remunerate any person, firm or company rendering services to the Company either in cash, or in exchange for any stock, shares, securities or debentures of, or other investments in any company, or in any other manner and to accept any stock, shares, securities, debentures of, or other investments in, any company or otherwise in payment or part

payment of any obligation of any company.

(12) To pay all or any of the preliminary or formation expenses of the Company and of any company formed or promoted by the Company.

(13) To vest any real or personal property, rights or interests, belonging or accruing to the Company, in any company or person on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.

(14) To sell, exchange, lease, dispose or turn to account or otherwise deal with the undertaking of the Company or any part thereof that the directors may think fit.

(15) To distribute among the members of the Company any property of the Company in specie or otherwise (but so that no such distribution amounting to a reduction of capital shall be made without the sanction required by law) and to permit and authorise any liquidator of the Company to distribute any of the property of the Company in specie among the members of the Company, in a liquidation of the Company.

(16) To establish promote finance or otherwise assist or concur in the establishment or promotion of any company for the purpose of acquiring the whole or any part of the property, business or undertaking of the Company, or of furthering any of the objects of the Company, and to acquire and hold any shares, stock, securities or debentures of, or other investments in, any such company to issue, place, underwrite or guarantee the subscription for, or concur in issuing, placing, underwriting, or guaranteeing the subscription for, any shares, stock, securities or debentures of, or other investments in the Company.

(17) To enter into and implement any agreement or arrangement for the sharing of the profits or for the conduct of any business of the Company in association with or through the agency of any other Company or

person, or any joint venture, reciprocal concession, or other such agreement with any company or person.

(18) To amalgamate with any other company the objects of which include the carrying on of any business which the Company is authorised to carry on and to reconstruct the Company in any manner authorised by the Companies Acts for the time being in force.

(19) To take all requisite steps in Parliament or with the national, local, municipal or other authorities of any place in which the Company may have interests and to negotiate or operate for the purpose of furthering the interest of the Company or its members or of effecting any modification in the constitution of the company and to oppose any steps taken which may be considered likely directly or indirectly to prejudice the interests of the Company or its members

(20) To subscribe or guarantee money for any national, local, charitable, benevolent, political, public, general or useful purpose or for any purpose which in the opinion of the directors is likely directly or indirectly to further the objects of the Company or the interest of its members.

(21) To establish or support associations, institutions, clubs, funds, trusts and schemes which may be considered likely to benefit any persons who are or at any time have been employees, officers or directors of the Company or the families, relations, connections or dependants of such persons and to make payments towards insurances, institute or contribute to pension schemes, grant pensions or gratuities to and provide for the welfare of any such persons and to establish and contribute to any scheme for the purchase or acquisition by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing

the profits of the Company with any of its employees.

(22) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise and either alone, or in conjunction with others and to procure the Company to be registered or recognised in or under the laws of any country or place outside the United Kingdom.

(23) To do all such other things as the directors may think incidental or conducive to the above objects or any of them.

The objects set out in any sub-clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not be in any way limited or restricted by reference to, or inference from, any other object or objects set out in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Where the context so admits the word "company" or the phrase "company or person" shall be deemed to include any body, corporate or unincorporate, association, firm or company or person.

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. The shares in the original or any increased capital

may be divided into several classes with such rights and privileges and subject to such restrictions or conditions as may be properly resolved from time to time.

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 (IN WORDS)

Verner George Southey,
Three Quays,
Tower Hill,
London EC3R 6DS

V.G. Southey One

One (1)

Solicitor

MJS
Michael John Shone,
Three Quays,
Tower Hill,
London, EC3R 6DS

One

One (1)

Solicitor

Dated this 24 September 1982

WITNESS to the above Signatures:-

Robert Eric Pilcher,
Three Quays,
Tower Hill,
London EC3R 6DS

Robert Eric Pilcher

1677423/4

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

T.B.R. (FOURTEEN) LIMITED

INTERPRETATION

In these Articles:

"the Companies Acts"

means the Companies Acts, 1948 to 1981

"the 1948 Act"

means the Companies Act 1948

"the 1967 Act"

means the Companies Act 1967

"the 1976 Act"

means the Companies Act 1976

"the 1980 Act"

means the Companies Act 1980

"the 1981 Act"

means the Companies Act 1981

"Table A Part I"

means Part I of Table A in the First Schedule to the 1948 Act as amended and in force as at the date of adoption of these Articles

PRELIMINARY

1. The Company is a private company and the regulations contained or incorporated in Table A Part I shall apply to the Company except to the extent that they are varied by or are inconsistent with these Articles which together with the said regulations shall constitute the Articles of Association of the Company.
2. The following regulations of Table A Part I shall not apply to the Company: 3, 10, 22, 24, 30, 31, 32, 75, 77, 84 (2), 84 (4), 88, 89, 90, 91, 92, 93, 94, 99, 106, 136.

SHARE CAPITAL

3. The share capital of the Company at the date of incorporation of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. (1) Subject to the provisions of Sub-Article (2) of this Article and to any directions which may be given by the Company in general meeting, the directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 14 (10) of the 1980 Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.
(2) The maximum nominal amount of share capital which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be £100 or such other amount as shall be authorised by the Company in general meeting.
(3) The authority conferred on the directors by this Article shall expire on the fifth anniversary of the date of incorporation of the Company.
(4) The provisions of Section 17 (1) of the 1980 Act shall not apply to the Company.

POWER OF THE COMPANY TO ISSUE REDEEMABLE SHARES

5. (1) Subject to the provisions of Section 45 and Part III of the 1981 Act the Directors may issue redeemable shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder
- (2) Subject to the provisions of Part III of the 1981 Act and to any Special Resolutions of the Company amending the provisions of this Sub-Article any redeemable shares issued by the Company shall be redeemed as follows:
- (a) at par and for cash
 - (b) at the option of the Company or the shareholder upon 90 days written notice given at any time after the earliest redemption date fixed by the terms of issue of the shares
 - (c) upon the date the shares are liable to be redeemed the Company shall pay the holder of the shares to be redeemed the nominal value of the shares against production of the certificate in respect thereof together with evidence satisfactory to the Directors that either
 - (i) no other person has an interest in the shares or
 - (ii) that all other interested persons have consented to the redemption or
 - (iii) failing such evidence, an indemnity in such form as the Directors may require
 - (d) If the holder of the shares to be redeemed is unable to deliver the share certificate in respect of them the Directors may nevertheless declare the shares cancelled and hold the redemption monies to the account of the holder of the shares being redeemed pending delivery

up of the share certificate

- (3) The shares redeemed under the provisions of this Article shall be treated as cancelled on redemption and the amount of the company's issued capital shall be diminished by the nominal value of the shares so redeemed

PURCHASE BY THE COMPANY OF ITS OWN SHARES

6. (1) Subject to Part II of the 1981 Act and to any directions which may be given by the Company in General Meeting the Directors may unconditionally exercise the powers of the Company to purchase its own shares including any redeemable shares
- (2) The Directors shall subject to Article 4 and to Sub-Article 1 of this Article be entitled to redeem or purchase the shares of the Company out of capital (within the meaning of Section 54 (1) of the 1981 Act)

LIEN

7. Regulation 11 of Table A Part I shall apply as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were omitted.

TRANSFER OF SHARES

8. The instrument of transfer of any shares shall be executed by or on behalf of the transferor who shall be deemed to remain the holder of such share until the name of the transferee is entered in the register of members in respect thereof (Regulation 22 of Table A Part I does not apply).

9. (1) The directors shall register a transfer of a share in the Company if (and only if) it is made in accordance with this Article 9 or the succeeding Article 10. (Regulation 24 of Table A Part I does not apply).

(2) A share may be transferred to any person approved in writing by the holders of the majority of the shares in the Company for the time being in issue.

(3) Except as set out in the preceding Sub-Article (2) any person wishing to transfer all or any shares in the Company held by him shall give the directors notice in writing of his wish to do so ("the Transfer Notice") and shall specify the shares proposed to be transferred ("the Transfer Shares").

(4) The Transfer Notice shall constitute irrevocable authority to the directors (except as this Article 9 provides otherwise) to offer the Transfer Shares for sale at their fair value on behalf of the person giving such notice ("the Intending Transferor").

(5) The fair value of the Transfer Shares shall be fixed by agreement between the Intending Transferor and the directors or failing agreement, shall be such sum as the auditor of the Company (or failing whom a chartered accountant nominated by the auditor) may determine and certify to be the fair value thereof.

(6) When the auditor or a chartered accountant shall make a determination of fair value for the purposes of this Article 9 ("the

Valuer") he shall act as an expert and not as an arbitrator and the provisions of the Arbitration Act 1950 (as amended) shall not apply. The Valuer shall have regard to such matters relating to the affairs of the Company as he may in his discretion think fit and neither the Intending Transferor nor the directors shall be entitled to inquire into or challenge the basis on which the valuation was made. The Valuer's fees shall be borne by the Company except as provided by Sub-Article (7).

(7) As soon as practicable after issue of a Valuer's certificate the directors shall notify the Intending Transferor of the fair value thereby determined and the Intending Transferor shall then be entitled, by written notice given to the directors within 7 days of receipt of such notification, to withdraw his Transfer Notice (which withdrawal shall determine the directors' authority to offer the Transfer Shares for sale) in which case he shall be liable to pay the Valuer's fees.

(8) Save where a Transfer Notice is validly withdrawn pursuant to the preceding Sub-Article (7) the directors shall, within 21 days after the fair value of the Transfer Shares has been fixed by agreement or valuation, offer the Transfer Shares in writing to the members of the Company other than the Intending Transferor in proportion to the number of shares in the Company then held by them and shall enquire of each member whether he wishes to acquire any Transfer Shares not taken up by the persons to whom they are first being offered. Any Transfer Shares not accepted within 14 days (or such extended period not exceeding 28 days in all as the directors may fix) by the person to whom they were first offered shall then be offered to those members who have expressed an interest in acquiring the same to the intent that no Transfer Shares shall

be available for transfer to any person who is not already a member of the Company while any existing member is willing to take up and pay for them and to the further intent that as between the members competing for Transfer Shares on offer such Transfer Shares shall be allocated between the competing members in proportion to the number of shares in the Company already held by them.

(9) If the directors have not found purchasers among the members of the Company for all the Transfer Shares within 56 days after their fair value has been fixed by agreement or by valuation the directors shall immediately give notice of that fact to the Intending Transferor and shall advise him of the names and addresses of the members (if any) who notified their willingness to purchase some of the Transfer Shares. Within 14 days of such notice the Intending Transferor shall be entitled at his election

- (a) To revoke the Transfer Notice, in which event all previous offers and acceptances of the Transfer Shares shall be null and void and the directors authority to offer the same shall be determined, or
- (b) To affirm the sales (if any) of those Transfer Shares for which purchasers were found by the directors, in which event the Intending Transferor shall be entitled at any time within the ensuing six months to transfer the unsold balance of the Transfer Shares to any person whether a member of the Company or not at such price and on such terms as he may think fit, or
- (c) To declare null and void the sales effected by the directors in which event the Intending Transferor shall be entitled at any time within the ensuing six months to sell all the Transfer Shares as a

block (but not otherwise) to any person at any price (being not less than the fair value) he may think fit.

If the Intending Transferor fails to give written notice of his election to the directors within the said 14 day period he shall be deemed to have elected in accordance with (b) above to affirm those sales which the directors have effected on his behalf.

(10) Where the directors have sold any Transfer Shares in accordance with the foregoing procedure (and unless such sales are properly nullified) the Intending Transferor shall transfer such shares to the purchaser thereof against payment of the fair value and if he neglects or refuses to do so the directors shall authorise some person as the attorney of the Intending Transferor to execute a transfer of the shares to the purchasers thereof and the directors may themselves receive and give a good receipt for the purchase price and register the purchasers as holders of the shares whereupon the said purchasers shall become indefeasibly entitled thereto. In such case the Intending Transferor shall be obliged to deliver up the certificate for the shares so sold against delivery whereof he shall be entitled to receive the purchase price without interest and a balance certificate for the unsold shares (if any) comprised with the certificate so surrendered.

TRANSMISSION OF SHARES

10. (1) A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and if the

holders of the majority of the shares in the Company for the time being in issue consent thereto in writing (the person so entitled being treated for this purpose as holder of the share registered in the name of the deceased or bankrupt member as the case may be), elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, subject in each case to Article 9 above and to Regulation 25 of Table A Part I.

(2) If the person so becoming entitled does not transfer the share in accordance with Sub-Article (1) above, he shall be entitled to give a Transfer Notice in respect of such share and he shall be obliged to give a Transfer Notice in respect thereof if the directors require him to do so. If the said person has not given a Transfer Notice within 30 days of being required by the directors to do so the directors shall be authorised to appoint one of their number to give such Transfer Notice on his behalf. Upon the giving (or deemed giving) of a Transfer Notice in accordance with this Sub-Article the procedure for the transfer of shares set out in Article 9 shall apply and if upon completion of the transfer procedure such share shall remain unsold the said person may elect to register himself as holder thereof.

(3) Until such time as the share shall have been transferred under Sub-Articles (1) or (2) a person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company (Regulations 30, 31 and 32 of Table A Part I

do not apply).

PROCEEDINGS AT GENERAL MEETINGS

11. Regulation 54 of Table A Part I shall apply as if the words "the members present shall be a quorum" were deleted and as if the words "the meeting shall be dissolved" were substituted in place thereof.
12. It shall not be necessary to give any notice of adjournment or of any business to be transacted at an adjourned meeting notwithstanding the length of such adjournment and Regulation 57 of Table A Part I shall be deemed modified accordingly.

VOTES OF MEMBERS

13. An instrument of proxy which has not been deposited at the registered office of the Company shall nonetheless be treated as valid if before the close of business of the meeting at which the person named in the instrument proposed to vote the instrument of proxy is produced to the chairman of such meeting. Regulation 69 of Table A Part I shall be deemed modified accordingly.
14. Regulation 73A of Table A Part I shall be deemed amended by the addition at the end of the words:

"Such resolution may consist of several documents in like form each signed by one or more members in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the secretary of the Company".

NUMBER AND QUALIFICATION OF DIRECTORS

15. (1) The number of directors may be fixed by the Company in general meeting and until so fixed there shall be no minimum or maximum number of directors and a sole director shall be entitled to act.
- (2) The subscribers to the Memorandum of Association of the Company shall have power of appointing the first directors of the Company.
16. No shareholding qualification for directors shall be required. (Regulation 77 of Table A Part I does not apply).

POWERS AND DUTIES OF DIRECTORS

17. The proviso to Regulation 79 of Table A Part I (limiting borrowing powers of the directors) shall not apply.
18. Subject to the provisions of Part IV of the 1980 Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the

same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 84 of Table A Part I shall be modified accordingly.

19. Regulation 86 of Table A Part I shall apply as if the words "and every director present at any meeting of directors or committee of directors should sign his name in a book to be kept for that purpose" were deleted therefrom.

DISQUALIFICATION OF DIRECTORS

20. (1) The office of director shall be vacated if the director
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (b) becomes prohibited from being a director by reason of an order made under any provision of the Companies Acts, or
 - (c) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act, 1959 of discharging his duties as director and the Board has resolved that he be deemed to have vacated his office, or
 - (d) resigns his office by notice in writing to the Company, or
 - (e) is removed from office by notice in writing given by the holders of the majority of the shares of the Company for the time being in issue
- (2) The directors shall not retire from office by rotation (Regulations 89 to 94 inclusive of Table A Part I do not apply).
- (3) Any person may be appointed as a director whatever may be his age and no director shall be required to vacate his office by reason of his

attaining or having attained the age of 70 years or any other age.

APPOINTMENT OF DIRECTORS

21. (1) Without prejudice to Regulations 95 and 97 of Table A Part I (as varied by the succeeding Sub-Articles (2) and (3)) the holders of the majority of the shares of the Company for the time being in issue may by notice in writing to the Company appoint any person to be a director either to fill a casual vacancy or as an additional director.

(2) Regulation 95 of Table A Part I shall apply as if the last sentence commencing "Any director so appointed...." were deleted therefrom.

(3) Regulation 97 of Table A Part I shall apply as if the last sentence commencing "A person appointed...." were deleted therefrom.

PROCEEDINGS OF DIRECTORS

22. The quorum necessary for the transaction of the business for the directors may be fixed by the directors and until so fixed shall be one.

23. Regulation 98 of Table A Part I shall only apply when there are two or more directors in office.

24. A resolution in writing signed or approved in writing by each director or his alternate shall be as valid and effective as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents each signed by one or more of the directors.

or their alternates in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the secretary of the Company.

ALTERNATE DIRECTORS

25. (1) Each director shall have the power from time to time to appoint any person to act as alternate director in his place at all meetings at which, in all proceedings in which and on all occasions when he shall not himself act and on such appointment being made the alternate director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other directors of the Company. An alternate director shall be an officer of the Company and he shall not be deemed to be an agent for the director appointing him.

(2) An appointment of an alternate shall be effected by notification (by any means) given to the Company by the director making such appointment and the alternate director shall vacate such office if his appointment is revoked in writing by the appointing director or if the appointing director himself ceases to be a director.

INDEMNITY

26. Every director or other officer of the Company shall be entitled to be indemnified, out of the assets of the Company, against all losses or liabilities which he may sustain or incur in or about or in connection with the execution of the duties of his office, including any liability incurred by him in defending any proceedings, (whether civil or criminal),

in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 448 of the 1948 Act in which relief is granted to him by the Court. No director or other officer of the Company shall be liable for any loss, damage or liability which may accrue to or be incurred by the Company in the execution of or in relation to the duties of his office. This regulation shall only have effect in so far as its provisions are not rendered void by Section 205 of the 1948 Act.

NAME, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Verner George Southey,
Three Quays,
Tower Hill,
London, EC3R 6DS.

Solicitor



Michael John Shone,
Three Quays,
Tower Hill,
London, EC3R 6DS.


Solicitor



Dated 24 September 1982

WITNESS to the above signatures:-

Robert Eric Pilcher,
Three Quays,
Tower Hill,
London, EC3R 6DS.



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 black lettering* delete if
inappropriate

Company number

1677423 / 5

Name of Company

T.B.R. (FOURTEEN)

Limited*

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

THREE QUAYS,

TOWER HILL,

LONDON EC3R 6DS

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 belowIf 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
reference (if any):
Elborne Mitchell & Co.,
Three Quays,
Tower Hill,
London EC3R 6DSRef: VGS/18.534
Tel: 01-283 7281For 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:

Name (note 2)	VERNER GEORGE SOUTHEY	Business occupation	SOLICITOR ✓
Former name(s) (note 3)		Nationality	BRITISH ✓
Address (note 4)	THREE QUAYS, TOWER HILL, LONDON EC3R 6DS	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 9 September 1982	

Name (note 2)	MICHAEL JOHN SHONE	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	THREE QUAYS, TOWER HILL, LONDON EC3R 6DS	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 9 th September 1982	

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
230(3) of the
Companies Act
1985. Please
read the notes
on page 4 before
completing this
part of the form.

Name (notes 2 & 7)	
EMCC (NOMINEES) LIMITED	
Former name(s) (note 3)	
Address (notes 4 & 7) THREE QUAYS,	
TOWER HILL, LONDON EC3R 6DS	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 9 Sept 1982

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 V.G. Lewis [Subscriber] [Agent]† Date 9 September 1982

Signature M. S. K. [Subscriber] [Agent]† Date 9 September 1982

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1677423

I hereby certify that

T.B.R. (FOURTEEN) 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 11TH NOVEMBER 1982

Assistant Registrar of Companies