



Please do not
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binding margin



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

*insert full name
of Company

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

THE COMPANIES ACTS 1948 TO 1980

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

Form No. 41a

41a

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

For official use

Company number

[] [] [] []

1720715

Name of Company

FILLFORE

LIMITED

I, KATHLEEN SUSAN KEPPE

of 47, Brunswick Place

London, N.1 6EE

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

of*

FILLFORE

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 6 Duncan Terrace

London N.1.

Signature of Declarant

the Twenty-first day of February,

One thousand nine hundred and Eighty-three

before me

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

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

For official use

New companies section

Post room



Printed & Supplied by: -

Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

THE COMPANIES ACTS 1948 to 1981

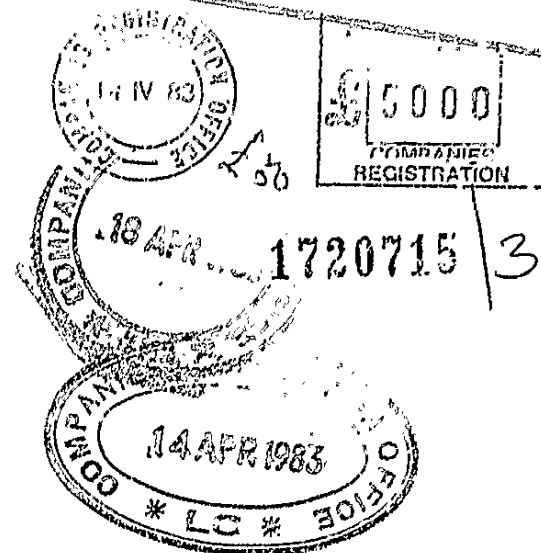
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

FILLFORE LIMITED

1. The name of the Company is FILLFORE 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, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing, sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties, and by leasing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.



(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 businesses 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 or 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 any terms 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 holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner 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 cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, 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, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or 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.

(p) 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.

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

(r) 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.

(s) 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.

(t) 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 have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or 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 of 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.

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

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

(w) 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.

(x) 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 and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--------------------------------------------------	-------------------------------------------



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One

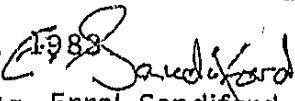


Christopher Charles Hadler,
15, Pembroke Road
Bristol. BS99 7DX
Commercial Manager.

- One

Dated 21st day of February, 1983

Witness to the above Signatures:-


Errol Sandiford,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

FILLFORE 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 1981 (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. (a) After the initial allotment of shares by the Directors any further 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. 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.

(b) Subject to the preceding paragraph (a) of this Article the Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company 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 and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by Ordinary Resolution.

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.

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 subject (in the case of any security convertible into shares) to Section 14 of the Companies Act 1980 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

appoint 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, but he shall count as only one for the purpose of determining whether a quorum is present.

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(t) 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 or Section 36 of the Companies Act 1980, 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 1948.

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

ADDITIONAL POWERS

18. Subject to the provisions of Part III of the Companies Act 1981 the Company may

(a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;

(b) purchase its own shares (including any redeemable shares);

(c) make a payment in respect of the redemption or purchase, under Section 45 or (as the case may be) Section 46 of the Companies Act 1981 and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Section 54 of the Companies Act 1981.

Clause 3 in Table A shall not apply to the Company.

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 descriptions of Subscribers



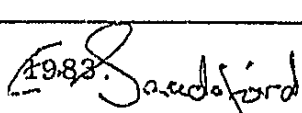
Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.



Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated 21st day of February, 1983.

Witness to the above Signatures:-



Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.



Please do not
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binding margin



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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1981

Form No. 1

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

Company number

1720715

S

Name of Company

FILFORE

Limited*

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

47, Brunswick Place,

London, N1 6EE

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

JORDAN & SONS LIMITED,

Jordan House,

47, Brunswick Place, London N1 6EE

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 statement

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



J/RM/1

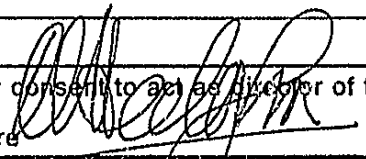
For official use

General section

Post room

DIRECTOR

The name and particulars of the person who is,
to be the first director of the company are as follows:

Name (note 2) DAVID STEWART HODGSON	Business occupation COMMERCIAL MANAGER
Former name(s) (note 3) NONE	Nationality BRITISH
Address (note 4) 47, Brunswick Place, London N1 6EE	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) NONE	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 21-2-83

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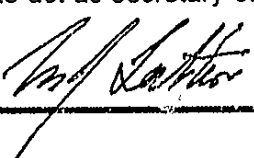


Important

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.

SECRETARY

The name and particulars of the person who is,
to be the first secretary, of the company are as follows:

Name (notes 2 & 7) MAVIS JUNE LATTER
Former name(s) (note 3) NONE
Address (notes 4 & 7) 47, Brunswick Place, London N1 6EE
I hereby consent to act as secretary of the company named on page 1
Signature 
Date 21-2-83


Please do not
write in this
binding margin



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.

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

Signature 

[Agent]† Date 21-2-83

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



FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1720715

I hereby certify that

FILLFORE 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 5TH MAY 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies

u/h
14
COMPANY NUMBER: 1720715

THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

FILLFORE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 9 Chesterfield Street, Mayfair, London W1X 7HF on the 26th September 1985 at 10.00 a.m. the following resolutions were duly passed as ORDINARY RESOLUTIONS:

SHARE CAPITAL

- (A) THAT the share capital of the Company be increased to £200,000 by the creation of 199,900 additional Ordinary Shares of £1 each to pari passu in all respects with the existing 100 Ordinary Shares of £1 each in the capital of the Company.
- (B) THAT the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot further relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £199,900 within the period of five years from the date of this Resolution and, that Section 89(1) of the Companies Act 1985 shall not apply to any such allotment.

Dated First day of October 1985


CHAIRMAN



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

- 15

1720715

Name of Company

FILLFORE Limited*

*delete if
inappropriate+delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

~~[extraordinary]~~ ~~[special]~~ resolution of the company dated 26 SEPTEMBER 1985the nominal capital of the company has been increased by the addition thereto of the sum of
£ 199,900 beyond the registered capital of £ 100

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
199900	ORDINARY	£1-00
To rank pari passu in all respects with the existing 100 ordinary shares of £1-00 each		

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleaf+delete as
appropriate

Signed

[Director] [Secretary]: Date

27 September 1985

Presenter's name, address and
reference (if any):J AQUES + LEWIS
2 SOUTH SQUARE
GRAYS INN
LONDON WC1R 5HR

Ref: MW

For official use
General section

Post room



Number of Company 1720715

19

28/11

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

FILLFORE LIMITED

(passed 25th October 1985)

By a Resolution in writing signed by all the members of the Company on the 25th October 1985 pursuant to the powers conferred upon them by Regulation 8 of the Articles of Association of the Company, each of the below-written Resolutions were duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTIONS

That:

(1) A new Clause 3 as contained in the printed Memorandum of Association marked "A" annexed hereto and for the purpose of identification initialled by G.A. Walker be approved and adopted in substitution for and to the exclusion of the existing Clause 3 of the Company's Memorandum of Association

(2) The Articles of Association contained in the printed document marked "B" annexed hereto and for the purpose of identification initialled by G.A. Walker be approved and adopted in substitution for and to the exclusion of the Company's existing Articles of Association

Dated 25th October 1985



.....
Director/Secretary

(9867A)

THE COMPANIES ACT 1935

MEMORANDUM OF ASSOCIATION
OF

FILLFORE LIMITED

Incorporated the 5th day of May 1983

(9265A)



THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FILLFORE LIMITED

(As altered by Special Resolution passed
on the 25th day of October 1985)

1. The Name of the Company is "FILLFORE 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 exercise powers identical in all respects to the powers conferred upon the Brighton Marina Company Limited by the Brighton Marina Act 1968 as amended by the Brighton Corporation Act 1970 and pursuant thereto or any further amendment modification variation replacement or re-enactment thereof to develop, lay out and construct the marina and the recreational, residential and other facilities and the road and harbour works described therein and to reclaim land from the sea as thereby provided all in or upon the site for those purposes as demised unto the Brighton Marina Company Limited under the terms of a Lease dated the 12th day of March 1980 made between Brighton Borough Council of the one part and Brighton Marina Company Limited of the other part pursuant to an Agreement for Lease dated 1st day of March 1972 between the Mayor Aldermen and Burgesses of the County Borough of Brighton (1) and the Brighton Marina Company Limited (2) and all amendments alterations consents licences modifications or variations made or granted in respect thereof the said Lease and Agreement for Lease to be assigned to the Company by the Brighton Marina Company Limited with the consent of Brighton Borough Council



- (ii) To carry on the business and trade of Marina, Port and Harbour Operators and to provide or procure the provisions of all services, matters and things necessary therefor and complementary, incidental or ancillary thereto either directly through the resources of the Company or by means of subsidiary companies formed for any such purposes or by concessionaires or otherwise howsoever
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (C) To erect, construct, lay down, enlarge, instal, alter, repair and maintain any buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (D) To apply for and take out, purchase or otherwise acquire and hold whether in the United Kingdom or elsewhere any patents, brevets d'invention, licences, concessions, copyrights, trade marks, trade names and the like rights, conferring an exclusive or non exclusive or limited right to use or publish any secret or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property rights and information so acquired.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges

and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve and to lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving 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 and uncalled capital of the Company or by both 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 debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the holding company of the Company or the Company's subsidiary as defined by Sections 736 of the Companies Act, 1985, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (I) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the recognition, registration or incorporation of the Company in or under the laws of any place outside England.
- (J) To remunerate or otherwise compensate or reward any person, firm or company for services rendered or to be rendered 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.
- (K) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory

pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the holding company of the Company or the Company's subsidiary as defined by section 736 of the Companies Act, 1985) or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (L) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employee, or those of any subsidiary or holding company (as defined by Section 736 of the Companies Act 1985) or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than Directors) with a view to enabling them to acquire shares in the Company or its holding company.
- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (O) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or

partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any charters, decrees, rights, concessions, licences and privileges that may seem conducive to the Company's objects or any of them or to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertakings and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of the partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Y) To do all such things as are in the opinion of the Board of Directors incidental conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1.00 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 out opposite our respective names.

Names, Addresses and
Descriptions of Sub-
scribers

Number of Shares
taken by each
Subscriber

MICHAEL RICHARD COUNSELL
15 Pembroke Road
Bristol BS99 7DX

ONE

Commercial Manager

CHRISTOPHER CHARLES HADLER
15 Pembroke Road
Bristol BS99 7DX

ONE

Commercial Manager

Dated the 21st day of February 1983

Witness to the above Signatures:-

ERROL SANDIFORD
15 Pembroke Road
Bristol BS99 7DX

Clerk

THE COMPANIES ACT 1985

Company limited by Shares

ARTICLES OF ASSOCIATION

of
FILLFORE LIMITED

(adopted by Special Resolution
passed on 25th October 1985)

PRELIMINARY

1. The regulations contained in the Companies (Table A to F) Regulations 1985 ("the Regulations") shall apply to the Company save in so far as they are excluded or modified hereby. A reference herein to any regulation is to that regulation as set out in the Regulations.

SHARE CAPITAL

2. (A) The directors are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant any right to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £100 at any time or times within a period of five years from the date of the adoption of these Articles.

(B) All statutory pre-emption rights on the allotment of shares shall be excluded. Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply.

TRANSFER OF SHARES

3. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the



transferor and, unless the share is fully paid, by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Regulation 23 shall not apply.

4. In regulation 24 the first sentence shall be deleted and the following sentence substituted therefor:

"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."

GENERAL MEETINGS

5. In regulation 38 the words "or a resolution appointing a person as a director" shall be omitted.

6. In regulation 40 the following words shall be added at the beginning of the first sentence

"Save as otherwise provided by these Articles of Association".

7. In regulation 41 the following words shall be added at the end thereof, namely:

"and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, any member present in person or by proxy shall be a quorum".

DIRECTORS

8. (A) Unless otherwise determined by ordinary resolution the number of directors need not exceed two and shall not be subject to any maximum. Regulation 64 shall not apply.

(B) Any person may be appointed as a director of the Company 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 seventy or any other age. Section 293 of the Act shall not apply.

POWERS AND DUTIES OF DIRECTORS

9. (A) Any director may at any time appoint any other director, or any other person approved by a majority of the other directors, to be his alternate, and may at any time remove any such alternate director. Every appointment and removal of an alternate director shall be in writing signed

by or on behalf of the appointor and shall take effect (subject to any required approval) upon receipt of such written appointment or removal at the registered office of the Company.

(B) An alternate director shall cease to hold such office if his appointor ceases for any reason to be a director.

(C) An alternate director shall be entitled to receive notices of all meetings of the directors (subject to his giving to the Company an address within the United Kingdom at which such notices may be served on him) and to attend, speak and vote at any such meeting at which his appointor is not present and generally to perform all the functions of his appointor as a director. A director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of his appointor. An alternate director shall not be entitled as such to receive any remuneration from the Company nor to appoint an alternate director.

(D) Every person acting as an alternate director shall be an officer of the Company and shall alone be responsible to the Company for his acts and defaults, and he shall not be deemed to be the agent of or for his appointor.

(E) Regulations 65 to 69 (inclusive) shall not apply.

10. A director may vote in respect of any contract or proposed contract or arrangement in which he may be interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at any meeting. Regulations 94 and 98 (inclusive) shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

11. (A) The member or members registered as holding or holding between them a majority in nominal value of the issued equity share capital of the Company (hereinafter called "the Majority Shareholder") shall have power at any time, and from time to time, both to appoint any person to be director (either to fill a casual vacancy or as an additional director) and to remove any director (other than one appointed in accordance with Article 12 below) from office. Any such appointment or removal shall be made by notice in writing signed by such member or members (or in the case of a member which is a corporation by one of its Directors for the time being) and shall take effect immediately upon the notice being left at or sent by post to the registered office of the Company, or upon delivery to the directors at a meeting thereof.

(B) The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

(C) The directors shall not have any power to appoint any person to be a director.

(D) Regulations 73 to 80 (inclusive) shall not apply and the last sentence of regulation 84 shall be omitted.

NOMINEE DIRECTORS

12. (A) Brighton Borough Council shall at any time and from time to time have the right to appoint two persons (in this Article referred to as "nominee directors") as directors of the Company as an addition to the other directors and may appoint another such person in the place of any nominee director who cease or becomes unqualified to be a director of the Company:

Provided that

(i) the appointment of any nominee director shall be subject to the reasonable approval of the other directors of the Company;

(ii) no nominee director shall be a member or officer of the Brighton Borough Council

(B) Nominee Directors shall retire from office at the general meeting of the Company in every year and shall be re-eligible forthwith or by anticipation and except as by this Article otherwise provided nominee directors shall have the same powers and be subject to the same provisions and regulations as other directors.

(C) Any appointment or removal of nominee directors shall only be made by notice in writing signed by the Borough Secretary of the Brighton Borough Council and shall only take effect immediately upon the notice being left at or sent by post to the registered office of the Company or upon delivery to the other directors at a meeting thereof save that in the case of any appointment of a nominee director the proviso contained in Article 12(A)(i) above shall apply.

(D) No vacancy in the nominee directors shall invalidate the proceedings of the directors.

(E) No nominee director shall be entitled to receive any remuneration from the Company.

(F) Each person appointed as a nominee director pursuant to this Article 12 shall also be appointed as a director of any subsidiary of the Company upon and subject to the same terms and provisions as herein set out and for the

purposes of this Clause (F) the expression "subsidiary" shall bear the meaning attributed to it by Section 736 of the Act.

(G) This Article 12 shall not be amended altered or otherwise varied except with the prior written consent of the Brighton Council.

PROCEEDINGS OF DIRECTORS

13. It shall be necessary to give notice of a meeting of the directors to any director for the time being absent from the United Kingdom. The third sentence of regulation 88 shall be omitted.

14. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the directors (or their respective alternates). Regulation 93 shall not apply.

COMPANY OFFICERS

15. (A) The Majority Shareholder may from time to time appoint one of the directors as chairman of the meetings of the directors and determine the period for which he is to hold office and may revoke or vary the terms of such appointment. If no such chairman is appointed, or if at any meeting of the directors the chairman is not present within fifteen minutes after the time appointed for holding the same, the directors present may choose one of their number to be the chairman of the meeting.

(B) The Majority Shareholder may from time to time appoint one or more of the directors to any executive office for such period and on such terms (as to remuneration or otherwise) as it shall think fit (and may entrust to and confer upon a Managing Director any of the powers exercisable by the directors upon such terms and conditions and with such conditions as it may think fit, and either collaterally with or to the exclusion of the powers of the directors) and may revoke or vary the terms of such appointment.

(C) Any appointment or any revocation or variation thereof made pursuant to this Article shall be made by notice in writing signed by the Majority Shareholder (in the case of a member which is a corporation by one of its directors for the time being) and shall take effect immediately upon the notice being left at or sent by post to the registered office of the Company, or upon delivery to the directors at a meeting thereof.

(D) The directors shall have no power to appoint any one or more of their number as chairman of their meetings (save as provided in paragraph (A) above) or to any executive office.

(E) Regulations 84, 90 and 91 shall not apply.

NOTICES

16. Notice of every general meeting shall be given to every member without regard to the location of his registered address. In regulation 112 the last sentence shall be omitted.

WINDING UP

17. In regulation 117 the words ", with like sanction," shall be added in the first sentence thereof between the words "and" and "determine".

INDEMNITY

18. Subject to the provisions of the Act, every director and other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, expenses, losses, and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. Regulation 118 shall be modified accordingly.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL RICHARD COUNSELL
15 Pembroke Road
Bristol BS99 7DX

Commercial Manager

CHRISTOPHER CHARLES HADLER
15 Pembroke Road
Bristol BS99 7DX

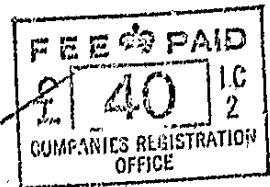
Commercial Manager

DATED the 21st day of February 1983

WITNESS to the above Signatures:-

ERROL SANDIFORD
15 Pembroke Road
Bristol BS99 7DX

Clerk



Number 1720715

COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

of

FILLFORE LIMITED



Passed 7th January 1986

By a Resolution in Writing signed by all the members of the Company on 7th January 1986 pursuant to the powers conferred by Regulation 53 of the Articles of Association of the Company, the below-written Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the Company change its name to THE BRIGHTON MARINA COMPANY LIMITED

Dated 7th January 1986



[Signature]
Secretary

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1720715

22

I hereby certify that

FILLFORE LIMITED

having by special resolution changed its name, is now
incorporated under the name of

THE BRIGHTON MARINA COMPANY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

5TH FEBRUARY 1986

E. Chadwick
MRS E. CHADWICK

an authorised officer



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

2 1

To the Registrar of Companies

For official use

Company number

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

[1215]

1720715

Name of company

* THE BRIGHTON MARINA COMPANY LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 0

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 0 1 9 8 5

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date 17th MARCH 1986

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

For official Use
General Section

Post room



THE COMPANIES ACTS 1948 TO 1976

A

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

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

NOTE

Please read
notes 1 to 5
overleaf before
completing this
form† delete as
appropriateSee note 4 (c)
and complete if
appropriate‡ delete as
appropriate§ delete as
appropriate

To the Registrar of Companies

For official use

Company number

30

1720715

Name of company

THE BRIGHTON MARINA COMPANY

Limited *

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 1 1 2

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended] † and ~~is to be treated as having come to an end~~ [will come to an end] † on

Day Month Year

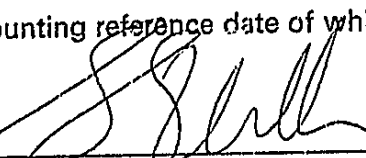
2 1 1 2 1 9 8 6

this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] ~~[holding company]~~ ‡ of BRENT WALKER HOLDINGS PLC

, company number 1591274

the accounting reference date of which is 31st December

Signed  [Director] [Secretary] § Date 26-6-86Presenter's name, address and
reference (if any):For official use
General section

Post room



1720715

THE COMPANIES ACT 1985

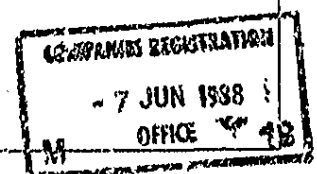
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE BRIGHTON MARINA COMPANY LIMITED

Incorporated the 5th day of May 1983
(Amended by special resolution dated
25th October 1985 and 7th January 1986)

JACQUES & LEWIS

2 SOUTH SQUARE,
GRAY'S INN,
LONDON, WC1R 5HR

TELEPHONE: 01-242 9755



THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE BRIGHTON MARINA COMPANY LIMITED*

(As altered by Special Resolution passed
on the 25th day of October 1985)

1. The Name of the Company is "FILLFORE LIMITED"
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (A) (i) To exercise powers identical in all respects to the powers conferred upon the Brighton Marina Company Limited by the Brighton Marina Act 1968 as amended by the Brighton Corporation Act 1970 and pursuant thereto or any further amendment modification variation replacement or re-enactment thereof to develop, lay out and construct the marina and the recreational, residential and other facilities and the road and harbour works described therein and to reclaim land from the sea as thereby provided all in or upon the site for those purposes as demised unto the Brighton Marina Company Limited under the terms of a Lease dated the 12th day of March 1980 made between Brighton Borough Council of the one part and Brighton Marina Company Limited of the other part pursuant to an Agreement for Lease dated 1st day of March 1972 between the Mayor Aldermen and Burgesses of the County Borough of Brighton (1) and the Brighton Marina Company Limited (2) and all amendments alterations consents

* Name changed by special resolution dated 7th January 1986 from Fillfore Limited.

licences modifications or variations made or granted in respect thereof the said Lease and Agreement for Lease to be assigned to the Company by the Brighton Marina Company Limited with the consent of Brighton Borough Council.

(ii) To carry on the business and trade of Marina, Port and Harbour Operators and to provide or procure the provisions of all services, matters and things necessary therefor and complementary, incidental or ancillary thereto either directly through the resources of the Company or by means of subsidiary companies formed for any such purposes or by concessionaires or otherwise howsoever

- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (C) To erect, construct, lay down, enlarge, instal, alter, repair and maintain any buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (D) To apply for and take out, purchase or otherwise acquire and hold whether in the United Kingdom or elsewhere any patents, brevets d'invention, licences, concessions, copyrights, trade marks, trade names and the like rights, conferring an exclusive or non exclusive or limited right to use or publish any secret or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property rights and information so acquired.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present

or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve and to lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving 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 and uncalled capital of the Company or by both 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 debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the holding company of the Company or the Company's subsidiary as defined by Sections 736 of the Companies Act, 1985, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (I) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the recognition, registration or incorporation of the Company in or under the laws of any place outside England.
- (J) To remunerate or otherwise compensate or reward any person, firm or company for services rendered or to be rendered 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.

- (K) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the holding company of the Company or the Company's subsidiary as defined by section 736 of the Companies Act, 1985) or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (L) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employee, or those of any subsidiary or holding company (as defined by Section 736 of the Companies Act 1985) or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than Directors) with a view to enabling them to acquire shares in the Company or its holding company.
- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (O) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any charters, decrees, rights, concessions, licences and privileges that may seem conducive to the Company's objects or any of them or to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall

include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertakings and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of the partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital to be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Y) To do all such things as are in the opinion of the Board of Directors incidental or conducive to the

above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1.00 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 out opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
MICHAEL RICHARD COUNSELL 15 Pembroke Road Bristol BS99 7DX Commercial Manager	ONE
CHRISTOPHER CHARLES HADLER 15 Pembroke Road Bristol BS99 7DX Commercial Manager	ONE

Dated the 21st day of February 1983

Witness to the above Signatures:-

ERROL SANDIFORD
15 Pembroke Road
Bristol BS99 7DX

Clerk

THE COMPANIES ACT 1985

Company limited by Shares

ARTICLES OF ASSOCIATION

of

THE BRIGHTON MARINA COMPANY LIMITED*

(adopted by Special Resolution
passed on 25th October 1985)

PRELIMINARY

1. The regulations contained in the Companies (Table A to F) Regulations 1985 ("the Regulations") shall apply to the Company save in so far as they are excluded or modified hereby. A reference herein to any regulation is to that regulation as set out in the Regulations.

SHARE CAPITAL

2. (A) The directors are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant any right to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £100 at any time or times within a period of five years from the date of the adoption of these Articles.

(B) All statutory pre-emption rights on the allotment of shares shall be excluded. Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply.

TRANSFER OF SHARES

3. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on

* Name changed by Special Resolution dated 7th January 1986 from Fillfore Limited

behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Regulation 23 shall not apply.

4. In regulation 24 the first sentence shall be deleted and the following sentence substituted therefor:

"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."

GENERAL MEETINGS

5. In regulation 38 the words "or a resolution appointing a person as a director" shall be omitted.

6. In regulation 40 the following words shall be added at the beginning of the first sentence

"Save as otherwise provided by these Articles of Association".

7. In regulation 41 the following words shall be added at the end thereof, namely:

"and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, any member present in person or by proxy shall be a quorum".

DIRECTORS

8. (A) Unless otherwise determined by ordinary resolution the number of directors need not exceed two and shall not be subject to any maximum. Regulation 64 shall not apply.

(B) Any person may be appointed as a director of the Company 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 seventy or any other age. Section 293 of the Act shall not apply.

POWERS AND DUTIES OF DIRECTORS

9. (A) Any director may at any time appoint any other director, or any other person approved by a majority of the other directors, to be his alternate, and may at any time remove any such alternate director. Every appointment and

removal of an alternate director shall be in writing signed by or on behalf of the appointor and shall take effect (subject to any required approval) upon receipt of such written appointment or removal at the registered office of the Company.

17. An alternate director shall cease to hold such office if his appointor ceases for any reason to be a director.

(C) An alternate director shall be entitled to receive notices of all meetings of the directors (subject to his giving to the Company an address within the United Kingdom at which such notices may be served on him) and to attend, speak and vote at any such meeting at which his appointor is not present and generally to perform all the functions of his appointor as a director. A director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of his appointor. An alternate director shall not be entitled as such to receive any remuneration from the Company nor to appoint an alternate director.

(D) Every person acting as an alternate director shall be an officer of the Company and shall alone be responsible to the Company for his acts and defaults, and he shall not be deemed to be the agent of or for his appointor.

(E) Regulations 65 to 69 (inclusive) shall not apply.

10. A director may vote in respect of any contract or proposed contract or arrangement in which he may be interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at any meeting. Regulations 94 and 98 (inclusive) shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

11. (A) The member or members registered as holding or holding between them a majority in nominal value of the issued equity share capital of the Company (hereinafter called "the Majority Shareholder") shall have power at any time, and from time to time, both to appoint any person to be director (either to fill a casual vacancy or as an additional director) and to remove any director (other than one appointed in accordance with Article 12 below) from office. Any such appointment or removal shall be made by notice in writing signed by such member or members (or in the case of a member which is a corporation by one of its Directors for the time being) and shall take effect immediately upon the notice being left at or sent by post to the registered office of the

Company, or upon delivery to the directors at a meeting thereof.

(B) The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

(C) The directors shall not have any power to appoint any person to be a director.

(D) Regulations 73 to 80 (inclusive) shall not apply and the last sentence of regulation 84 shall be omitted.

NOMINEE DIRECTORS

12. (A) Brighton Borough Council shall at any time and from time to time have the right to appoint two persons (in this Article referred to as "nominee directors") as directors of the Company as an addition to the other directors and may appoint another such person in the place of any nominee director who cease or becomes unqualified to be a director of the Company:

Provided that

(i) the appointment of any nominee director shall be subject to the reasonable approval of the other directors of the Company;

(ii) no nominee director shall be a member or officer of the Brighton Borough Council

(B) Nominee Directors shall retire from office at the general meeting of the Company in every year and shall be re-eligible forthwith or by anticipation and except as by this Article otherwise provided nominee directors shall have the same powers and be subject to the same provisions and regulations as other directors.

(C) Any appointment or removal of nominee directors shall only be made by notice in writing signed by the Borough Secretary of the Brighton Borough Council and shall only take effect immediately upon the notice being left at or sent by post to the registered office of the Company or upon delivery to the other directors at a meeting thereof save that in the case of any appointment of a nominee director the proviso contained in Article 12(A)(i) above shall apply.

(D) No vacancy in the nominee directors shall invalidate the proceedings of the directors.

(E) No nominee director shall be entitled to receive any remuneration from the Company.

(F) Each person appointed as a nominee director pursuant to this Article 12 shall also be appointed as a director of any subsidiary of the Company upon and subject to the same terms and provisions as herein set out and for the purposes of this Clause (F) the expression "subsidiary" shall bear the meaning attributed to it by Section 736 of the Act.

(G) This Article 12 shall not be amended altered or otherwise varied except with the prior written consent of the Brighton Council.

PROCEEDINGS OF DIRECTORS

13. It shall be necessary to give notice of a meeting of the directors to any director for the time being absent from the United Kingdom. The third sentence of regulation 88 shall be omitted.

14. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the directors (or their respective alternates). Regulation 93 shall not apply.

COMPANY OFFICERS

15. (A) The Majority Shareholder may from time to time appoint one of the directors as chairman of the meetings of the directors and determine the period for which he is to hold office and may revoke or vary the terms of such appointment. If no such chairman is appointed, or if at any meeting of the directors the chairman is not present within fifteen minutes after the time appointed for holding the same, the directors present may choose one of their number to be the chairman of the meeting.

(B) The Majority Shareholder may from time to time appoint one or more of the directors to any executive office for such period and on such terms (as to remuneration or otherwise) as it shall think fit (and may entrust to and confer upon a Managing Director any of the powers exercisable by the directors upon such terms and conditions and with such conditions as it may think fit, and either collaterally with or to the exclusion of the powers of the directors) and may revoke or vary the terms of such appointment.

(C) Any appointment or any revocation or variation thereof made pursuant to this Article shall be made by notice in writing signed by the Majority Shareholder (in the case of a member which is a corporation by one of its directors for the time being) and shall take effect immediately upon the notice being left at or sent by post to the registered office of the Company, or upon delivery to the directors at a meeting thereof.

(D) The directors shall have no power to appoint any one or more of their number as chairman of their meetings (save as provided in paragraph (A) above) or to any executive office.

(E) Regulations 84, 90 and 91 shall not apply.

NOTICES

16. Notice of every general meeting shall be given to every member without regard to the location of his registered address. In regulation 112 the last sentence shall be omitted.

WINDING UP

17. In regulation 117 the words ", with like sanction," shall be added in the first sentence thereof between the words "and" and "determine".

INDEMNITY

18. Subject to the provisions of the Act, every director and other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, expenses, losses, and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. Regulation 118 shall be modified accordingly.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL RICHARD COUNSELL
15 Pembroke Road
Bristol BS99 7DX

Commercial Manager

CHRISTOPHER CHARLES HADLER
15 Pembroke Road
Bristol BS99 7DX

Commercial Manager

DATED the 21st day of February 1983

WITNESS to the above Signatures:-

ERROL SANDIFORD
15 Pembroke Road
Bristol BS99 7DX

Clerk

(1223D)

Company No 1720715

THE COMPANIES ACT 1985

WRITTEN RESOLUTION SIGNED BY ALL THE SHAREHOLDERS OF
THE BRIGHTON MARINA COMPANY LIMITED ("the Company")

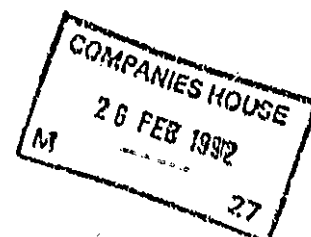
We, the undersigned, being the registered holders of all the issued shares in the capital of the Company hereby unanimously (i) approve and pass the following resolution as a Special Resolution of the Company, (ii) agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting (or if appropriate at separate class Meetings) of the Company duly convened and held, and (iii) consent and agree to every modification, variation or abrogation of or affecting the rights attaching to any class of shares in the Company involved in or consequent upon or requisite for giving effect to the said resolution.

"SPECIAL RESOLUTION

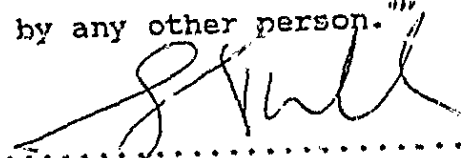
THAT the existing Articles of Association of the Company be amended by inserting the following new Articles as the penultimate and last numbered Articles respectively:-

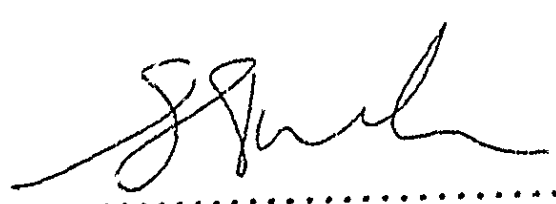
"() Subject to the provisions of the next following Article, but without prejudice to any other provisions of or incorporated in the Articles governing the appointment and removal of Directors, any member or members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Board or of the Company in general meeting, at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

cont'd...



- () Whenever The Brent Walker Group PLC (hereinafter called the "Parent Company") or any subsidiary or subsidiaries of the Parent Company shall be the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, the Parent Company may by memorandum in writing signed on its behalf and delivered to the registered office of the Company or tendered at a meeting of the Board or of the Company in general meeting at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed. To the extent that any provision contained in the Articles relating to the appointment and removal of Directors shall be inconsistent with this Article then, to the extent of any such inconsistency this Article shall have an overriding effect and any notice given by the Parent Company shall in all respects prevail over any notice given by any other person."


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Duly authorised for and on behalf of
BRENT WALKER LIMITED


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Duly authorised for and on behalf of
CAREFACTOR LIMITED

Dated...23rd. August. 1991.....