

THE COMPANIES ACTS 1948 TO 1981

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

41a

Please do not write in this binding margin



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

*Insert full name of Company

†Please indicate whether you are a Solicitor of the Supreme Court for 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

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

For official use

Company number

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

[] [] [] [] [] [] [] [] [] [] 1735693

Name of Company

MORDOSA LIMITED

I, PHILIP JOHN LEWIS
of 37-45 Paul Street, London EC2A 4PB

do solemnly and sincerely declare that I am a person named as director of the company in the statement delivered under section 21 of the Companies Act 1976
of MORDOSA 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 37-45 Paul Street, London EC2A 4PB

Signature of Declarant

the NINTH day of JUNEOne thousand nine hundred and eighty-threebefore me [Signature]

~~Solicitor~~ Solicitor having the powers conferred on a Commissioner for Oaths

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

ref: EX/ML 7760

EXTEL STATISTICAL

SERVICES LIMITED

37-45 Paul Street
London EC2A 4PB

For official use

New companies section

Post room

Cat. No. CF. 41A



EXTEL STATISTICAL SERVICES LIMITED 37-45 PAUL STREET, LONDON EC2A 4PB.



Reg 16633

1735693

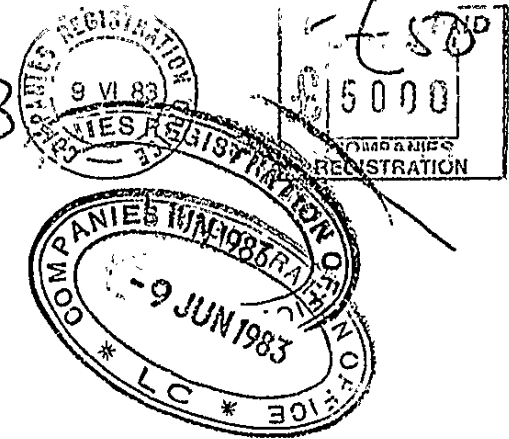
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

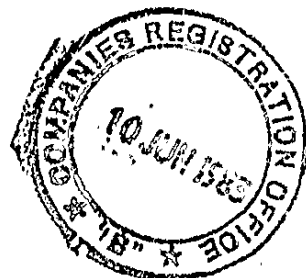
MEMORANDUM OF ASSOCIATION

of

MORDOSA LIMITED.



1. The name of the Company is "MORDOSA LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-



- (a) (1) To purchase, sell, hold, take on lease or in exchange, or otherwise acquire and hold for investment purposes or otherwise, any lands or buildings wherever situate, or rights or interests therein or connected therewith and to manage, farm or let the same or any part thereof for any period and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof as a building estate and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon, to lay out roads and pleasure gardens and recreation grounds, to pull down, alter or improve buildings, to plant, drain or otherwise improve the land or any part thereof.

(2) To carry on business as estate and land agents and managers, rent collectors, assessors, appraisers, surveyors, brokers and valuers in respect of property of all kinds real and personal, to take stock and prepare inventories, and to act as insurance agents and brokers and to undertake any secretarial, accountancy, clerical or similar work and to undertake agencies of all kinds and generally to do any work or business which is usually or which might be advantageously done by auctioneers, surveyors, valuers and estate agents.

(3) To finance and assist persons purchasing or taking leases from or otherwise having dealings with the Company.

EXTEL STATISTICAL SERVICES LTD.
37/45 PAUL STREET
LONDON EC2A 4PB
TEL. 01-251 0344

ML 7760
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- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (j) To guarantee, support or secure, whether 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 means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Companies Act 1948 or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (o) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (p) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

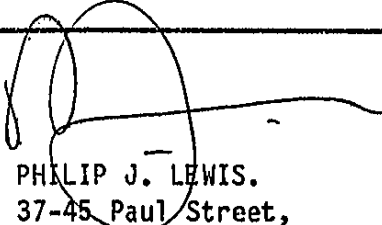



PROVIDED ALWAYS that any power which the Company enjoys under section 74 of the Companies Act 1980 or these presents to make provision in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or any of its subsidiaries for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries shall only be exercised by the Company with the sanction of a Special Resolution.

- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.


- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
 PHILIP J. LEWIS. 37-45 Paul Street, London, EC2A 4PB. Company Director.	 ONE
 EDWARD A. HEARD. 37-45 Paul Street, London, EC2A 4PB. Formations Clerk.	 ONE

DATED the 2nd day of June 1983

WITNESS to the above Signatures:-


D. EVANS.
37-45 Paul Street,
London,
EC2A 4PB.

Formations Clerk.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MORDOSA LIMITED.

1735693 / 4

PRELIMINARY

1. Subject as hereinafter provided the regulations set out in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (hereinafter referred to as "Table A") shall apply to the Company.
2. The following regulations of Table A shall not apply to the Company videlicet:- 22, 24, 40 to 43 inclusive, 58, 73, 79, 84(2), 84(4), and 88.

PRIVATE COMPANY

3. The Company is a private company and accordingly:

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

is prohibited.

SHARES

4. (A) Subject to authorisation in accordance with the provisions of section 14 of the Companies Act 1980 the directors may allot or otherwise dispose of the shares of the Company whether forming part of the original or any increased capital to such persons and for such consideration and upon such terms and conditions as they may determine but so that no shares shall be issued at a discount.
- (B) For the purposes of section 14 of the Companies Act 1980:
 - (i) the directors shall, unless and until such authority shall have been previously revoked or varied by the Company in general meeting, for a period of five years from the date of the incorporation of the Company, have a general and unconditional authority to allot any unissued shares of the Company forming part of its original capital;

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

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

5. Subject to the provisions of the Companies Act 1981 the Company may purchase its own shares.

LIEN

6. The lien conferred by regulation 11 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) 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.

8. (1) Subject as in these Articles provided, any share may be transferred to any member of the Company and any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative as aforesaid and any share of a deceased member may be transferred to his or her widow or widower or any such relative as aforesaid or transferred to or placed in the names of his or her personal representatives or trustees if (but only if) it will be held by them upon trusts created by such member's will or arising on his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or any such relative as aforesaid and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or them or to the continuing and new trustees thereof. In any such circumstances (but subject as aforesaid) the provisions of paragraph (5) of this article shall not apply save to prevent a transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(2) Save as aforesaid, a share shall not be transferred unless it first be offered to the other members at a fair value to be fixed at the cost of the Company by the Company's auditors. A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors. After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company.

(3) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase-money and any necessary balance certificate shall be issued to him.

(4) If within twenty-eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice, the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (5) of this article, transfer the share or shares in question to any person and for any consideration.

(5) Subject as in this Article otherwise provided, 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.

(6) (i) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself,

(ii) Any transfer of any interest in a share or shares,

shall for the purpose of this Article be deemed to constitute a transfer of the share or shares comprised in such direction or transfer and, except in the case of a transfer permitted by paragraph (1) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

10. The number of the directors shall not be more than five but the Company in general meeting may increase or reduce this limit.
11. A person may be appointed or elected a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

BORROWING POWERS OF DIRECTORS

12. The directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may subject to section 14 of the Companies Act 1980, issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

13. Subject to section 199 of the Act and section 60 of the Companies Act 1980 a director may participate in any contract, transaction or arrangement with the Company as if he were not a director. A director shall also be entitled to vote in respect of (i) any contract, transaction or arrangement in which he is interested where he has previously disclosed his interest to the Company; (ii) his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof; and may be counted in the quorum at any meeting attended by him at which he is so entitled to vote.

ALTERNATE DIRECTOR

14. Any director being or being about to go outside the United Kingdom may by notice in writing to the Company appoint some other person approved by all the other directors to be his alternate or substitute director during his absence, such alternate director having in all respects the same rights (other than any right to remuneration) and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him and may also be removed by notice in writing to the Company given by a majority of the other directors.

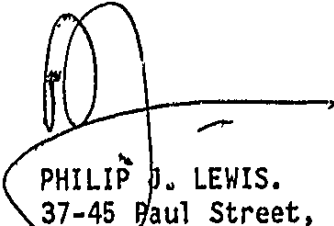
DISQUALIFICATION OF DIRECTORS

15. The office of director shall be vacated if the director:-
 - (A) Fails to obtain his share qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his share qualification.
 - (B) Becomes bankrupt or suspends payment or compounds with his creditors.
 - (C) Becomes prohibited from being a director by reason of any order made under section 188 of the Act.
 - (D) Becomes of unsound mind.
 - (E) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.
 - (F) Resigns his office by notice in writing to the Company.

INDEMNITY


16. Subject to section 205 of the Act and in addition to such indemnity as is contained in regulation 136 of Table A, every director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers.



PHILIP J. LEWIS.
37-45 Paul Street,
London,
EC2A 4PB.

Company Director.




EDWARD A. HEARD.
37-45 Paul Street,
London,
EC2A 4PB.

Formations Clerk.

DATED the 2nd day of June 1983

WITNESS to the above Signatures:-



D. EVANS.
37-45 Paul Street,
London,
EC2A 4PB.

Formations Clerk.



Please do not
write in this
binding margin

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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Company number

1725693/5

Name of Company

MORDOSA Limited*

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

37/45 PAUL STREET
LONDON EC2A 4PB

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



EXTEL STATISTICAL SERVICES LIMITED
37-45 PAUL STREET LONDON EC2A 4PB

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):

Ref: 48/ML 7760
EXTEL STATISTICAL
SERVICES LIMITED
37-45 PAUL STREET
LONDON EC2A 4PB

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	PHILIP JOHN LEWIS	Business occupation	Editor
Former name(s) (note 3)		Nationality	Citizen of United Kingdom and Colonies
Address (note 4)	37-45 PAUL STREET LONDON EC2A 4PB	Date of birth (where applicable) (note 6)	13-10-1926
Particulars of other directorships (note 5)			
BRITISH COMPANY REGISTRATION AGENTS LIMITED			
LEWIS COATES & LUCAS LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date - 9 JUN 1983	

Name (note 2)	EDWARD ARTHUR HEARD	Business occupation	Formations Clerk
Former name(s) (note 3)		Nationality	Citizen of United Kingdom and Colonies
Address (note 4)	37-45 PAUL STREET LONDON EC2A 4PB	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 - 9 JUN 1983	

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

Please do not write in this binding margin

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form,

Name (notes 2 & 7)	PHILIP JOHN LEWIS
Former name(s) (note 3)	
Address (notes 4 & 7)	37-45 PAUL STREET LONDON EC2A 4PB
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 9 JUN 1987

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

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

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

† delete as appropriate

Signature	[Subscriber] delete Date 9 JUN 1987
Signature	[Subscriber] delete Date 9 JUN 1987

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1735693

I hereby certify that

MORDOSA 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 the Companies Registration

Office, Cardiff the 30TH JUNE 1983

A handwritten signature in dark ink, appearing to read 'J. E. Eliot', written over a horizontal line.

J. E. ELIOT
an authorised officer

Number of } 1735693
Company }



The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

MORDOSA

LIMITED

Passed 13th July , 1983 .

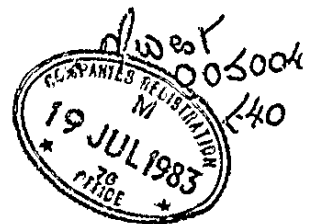
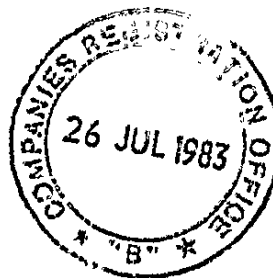
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

34 South Molton Street, London W1Y 2BP

on the 13th day of July , 1983, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

THAT the name of the Company be changed to VANSON DEVELOPMENTS LIMITED.



Signature *Colin Howes*

Director & Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1735693

/12

I hereby certify that

MURDOSIA LIMITED

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

VANSON DEVELOPMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 9TH AUGUST 1983

A handwritten signature in cursive script, appearing to read 'W. J. Hudson'.

MRS. W. J. HUDSON

an authorised officer

A

THE COMPANIES ACTS 1948 TO 1981

19/8/83 Form No.

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

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

Name of company

110

1735693

MORCOSA

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered
alongside should
be completed as
in the following
examples:

Please mark X in the box below if a public company

Day Month
3 1 0 1

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Signed

Colin Howe

[Director][Secretary]† Date 13th July, 1983

Presenter's name, address and
reference (if any): 2/36/22/J3193
Harbottle & Lewis
34 South Molton Street
London W1Y 2BP

For official use
General section

Post room



Lewis, Coates & Lucas, Limited

Cat. No. CF 2

37-45 Paul Street, London EC2A 4PB - Tel: 01-251 0344

British Company Registration Agents Limited



Number of } 1735693 27
Company }

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolutions

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

VANSON DEVELOPMENTS

LIMITED

Passed 4th August , 1983 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

34 South Molton Street, London W1Y 2BP

on the 4th day of August , 1983, the subjoined SPECIAL RESOLUTIONS were duly passed, viz.:—

RESOLUTION

1. THAT the share capital of the Company be increased from £100 to £10,000 by the creation of £9,900 Ordinary shares of £1 each to rank pari passu in all respects with the existing shares of the Company.
2. THAT the Regulations contained in the photocopied document submitted to this meeting, and for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof.

Signature

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



1735693

JB

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

Articles of Association

OF

VANSON DEVELOPMENTS LIMITED

(adopted by special Resolution passed 4th August 1983)

PRELIMINARY

1. The regulations contained in Part I in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.
2. Regulations 3, 22, 24, 54, 57, 59, 61, 66, 73A, 75, 76, 77, 78, 79, 84(2), 86, 87, 89, 90, 91, 92, 93, 99, 106, 119, 123, 126 and 136 contained in Table A shall not apply to the Company.

INTERPRETATION

3. In regulation 1 of Table A the following definitions shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967, "the 1976 Act" means the Companies Act 1976 "the 1980 Act" means the Companies Act 1980" and "the 1981 Act" means the Companies Act 1981.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The Share Capital of the Company on the date of the adoption of these Articles is £10,000 divided into 10000 Ordinary Shares of £1 each ranking at all times pari passu with each other.
5. Sub-sections (1)(6) and (7) of Section 17 of the Companies Act 1980 shall be excluded from applying to allotments of equity securities (as defined in that section) by the Company.
6. Subject to the provisions of Part III of the 1981 Act:-
 - (a) any shares may be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company may determine;
 - (b) the Company may purchase its own shares; and
 - (c) payment for any such purchase or redemption may (without limiting the generality of this Article) be made otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.



7. In regulation 11 of Table A as amended the words and brackets "(not being a fully paid share)" shall be deemed to be deleted and the following words shall be deemed to be inserted before the words "but the Directors may" namely:- "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company;".
8. In regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.
9. In regulation 18 of Table A the words and figure "not exceeding 5 percent per annum" shall be deemed to be deleted.
10. In regulation 21 of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

TRANSFER OF SHARES

11. (a) The Directors may refuse to register the transfer of any share on which the Company has a lien and except where a transfer is effected pursuant to the provisions of the following paragraphs of this Article the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

- (b) In the following provisions of this Article:-

"Transfer Notice" shall mean notice in writing given to the Company by a person proposing to transfer shares that he desires to transfer shares specifying the numbers and any intended transferee of such shares and the sum he claims to be the fair value of the shares so specified;

"Proposing Transferor" shall mean in relation to any proposed transfer of shares the person who gives or is deemed to give a Transfer Notice;

"the Shares" shall mean the shares specified in a Transfer Notice;

"the Prescribed Period" shall mean a period of six months from the date on which a Transfer Notice is given or deemed to be given;

"the Prescribed Price" shall where applicable mean the sum per share specified in a Transfer Notice as the sum which the Proposing Transferor claims to be the fair value of the Shares unless the purchaser when agreeing to purchase the Shares or a majority in nominal value of the holders of other shares in the company within 28 days of the date on which the Transfer Notice is given or deemed to be given notify the Company that he or they do not accept such sum as the fair value of the Shares and where the purchaser or other shareholders notify non-acceptance of the price as aforesaid shall mean the fair value of the Shares to be

determined and certified by the auditors for the time being of the Company on the application of either party or of the Company. Such auditors shall in so determining and certifying act as experts and not as arbitrators and their decision shall be final.

- (c) Before transferring any shares the person proposing to transfer such shares shall give a Transfer Notice which shall constitute the Company his agent for the sale of the shares therein mentioned at the Prescribed Price to any member or to the Company. A Transfer Notice once given or deemed to have been given shall not be revocable except with the consent of all of the Directors in writing. Shares of different classes shall not be included in the same Transfer Notice.
- (d) Whenever a Transfer Notice is given, the Company shall offer the Shares (such offer to be accepted within such period being not less than one month as the Directors shall think fit) in the first place to all the holders other than the Proposing Transferor of shares in the capital of the Company of the same class as the Shares pro rata as nearly as may be to the number of shares of that class in the capital of the Company registered in the names of such holders. The offer shall specify the total number of shares to be sold and shall invite each such holder to notify the Directors of the maximum number of shares which he would wish to purchase if available.
- (e) If the Company does not find, or the Directors consider it has no reasonable prospect of finding, prospective purchasers of all the Shares then the Directors may if they think fit and subject to the provisions of Part III of the 1981 Act cause the Company to purchase some or all of the Shares at the Prescribed Price.
- (f)
 - (i) If the Company shall within the Prescribed Period find prospective purchasers of the Shares or resolve to purchase any such shares itself it shall so notify the Proposing Transferor in writing and he shall be bound upon payment of the Prescribed Price to transfer the Shares to the purchaser or purchasers thereof. Any such notice to a Proposing Transferor shall specify the name and address of each purchaser and the number of shares to be purchased by him and the purchase shall be completed at a time and place to be appointed by the Directors being not less than seven days nor more than twenty-eight days after the certification of the Prescribed Price by the auditors if required or after the giving of such notice to the Proposing Transferor if no certification is required.
 - (ii) If in any case the Proposing Transferor after having become bound to transfer any shares to a purchaser shall make default in transferring such shares the Directors may authorise any one Director or the Secretary of the Company to execute on behalf of and as attorney for the Proposing Transferor any necessary transfers or other documents. Such Director or Secretary shall then be deemed to be the agent and attorney of such Proposing Transferor for such purpose and the Company may receive the purchase money from the

purchaser and shall upon production of the share transfer and any other necessary documents cause the name of the purchaser to be entered in the register as the holder of the shares and shall hold the purchase money in trust for the Proposing Transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser who shall not be bound to see the application thereof and after the name of the purchaser has been entered in the register in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

- (g) If the Company shall not within the Prescribed Period either find purchasers willing to purchase all the Shares or resolve to purchase all of the Shares for which it has not found purchasers or if the Company shall within the Prescribed Period give to the Proposing Transferor notice in writing that the Company has no prospect of finding purchasers of the Shares or any of them, the Proposing Transferor at any time within one month after the date on which such notice is given shall be at liberty (subject only to the provisions of paragraph (a)) to transfer the Shares to the transferee (if any) named in his Transfer Notice on a bona fide sale at any price not being less than the Prescribed Price; Provided that the Directors may require to be satisfied in such a manner as they may specify and supported by such evidence including statutory declarations from the Proposing Transferor and transferee as they shall request that the Shares are being transferred in pursuance of a bona fide sale for the consideration stated in the transfer without any deduction rebate or allowance whatsoever to the transferee and if not so satisfied the Directors may refuse to register the instrument of transfer.
- (h) A person entitled to a share in consequence of the bankruptcy of a member shall be bound at any time if and when called upon by the Directors so to do to give a Transfer Notice of all the shares then registered in the name of the member who is bankrupt.
- (i) A person entitled to a share in consequence of the death of a member or the personal representatives of a deceased member as the case may be must before the expiration of six months from the date of such death give a Transfer Notice in respect of all the shares registered in the name of the deceased member at the date of his death.
- (j) If a member who has contracted to render services to the Company shall cease to render services under that contract for any reason he shall be bound at any time if and when called upon the Directors so to do to give a Transfer Notice of all the shares then registered in his name.
- (k) For the purpose of ensuring that a transfer of shares is duly authorised hereunder or that no circumstances have arisen whereby a Transfer Notice is required to be given hereunder the Directors may from time to time require any member or the legal personal representatives of any deceased member or any person named as transferee in any transfer lodged for registration or any person

whom they have reasonable grounds for believing to have information concerning dealings with or interests in shares of the Company to furnish to the Company such information and evidence as the Directors may think fit regarding any matter which they may deem relevant to such purpose and may further require such information and evidence to be in the form of a statutory declaration. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after request the Directors shall be entitled to refuse to register the transfer in question or (in case no transfer is in question) to require by notice in writing that a Transfer Notice be given in respect of the shares concerned. If such information or evidence discloses that a Transfer Notice ought to have been given in respect of any shares the Directors may by notice in writing require that a Transfer Notice be given in respect of the shares concerned.

- (1) In any case where under the provisions of these presents the Directors have made a request for a Transfer Notice to be given within a specified period of not less than one month such Transfer Notice shall be deemed to have been given at the expiration of such period and the provisions of this Article shall take effect accordingly.
12. The instrument of transfer of any share shall be executed in such form and with such formalities as may from time to time be authorised or required by law and 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.

REGISTERS

13. The Directors shall cause the following registers to be kept at the Registered Office of the Company or at such other place as they may determine:-
- (a) a Register of Members;
 - (b) a Register of the interests of the Directors in shares in or debentures of the Company or its associated companies;
 - (c) a Register of Charges and Debentures;
 - (d) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.
14. The Directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of the preceding Article to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

GENERAL MEETINGS

15. Regulation 52 of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

16. If within half an hour from the time appointed for the holding of any general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then any holder of shares then in issue present in person or by proxy shall be a quorum.
17. The Chairman may with the consent of any meeting at which a quorum is present (and will if so directed by the meeting) adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business unfinished at the meeting from which the adjournment took place.
18. A poll may be demanded by the Chairman or by any shareholder present in person or by proxy and regulation 58 of Table A shall be modified accordingly. If a poll is demanded it shall be taken forthwith and in such manner as the Chairman may direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Subject to the provisions of the Act a resolution in writing signed by all the members of the Company or of any class of shareholders (or their duly authorised attorneys) who at the date of such resolution were entitled to receive notice of and to attend and vote at general meetings or class meetings shall be as valid and effectual as if it had been passed at a General or class meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly authorised attorney.
20. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow money, and to mortgage and charge all or any part of its undertaking, property and uncalled capital 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; Provided that subject to further authorisation of the Company given by Ordinary Resolution in accordance with Section 14 of the 1980 Act relevant securities (as defined in that Section) issued in accordance with this Regulation shall not during the period of five years from the date of incorporation of the Company exceed a maximum amount of One Million Pounds.

DIRECTORS

22. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than two nor more than nine in number.
23. In regulation 94 of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.
24. In regulation 95 of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.
25. In regulation 97 of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.
26. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.
27. (a) A Director may appoint another person as his alternate and may at any time revoke any such appointment, provided that such alternate must be approved by all the other Directors for the time being.

(b) An alternate Director shall be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present and generally in the absence of his appointor to exercise all the functions of his appointor as a Director.

(c) An alternate Director shall be deemed not to be an officer of the Company but shall be deemed to be the agent of his appointor.

(d) An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

(e) All appointments and revocations of appointment of alternate Directors shall be in writing under the hand of the appointor left at the Company's registered office.
28. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company:-

"I
"a Director of this Company in pursuance
"of the power in that behalf contained in
"the Articles of Association of the Company
"do hereby nominate and appoint
"
"of
"to act as alternate Director in my place
"at any meeting of the Directors which I
"am unable to attend and to exercise all
"my duties as a Director of the Company

"AS WITNESS my hand this day
of 19...."

29. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as the Company in General Meeting shall from time to time determine.
30. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit (whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers of this Article conferred on the Directors notwithstanding that he is or may be interested therein.
31. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra service to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.
32. (a) A Director who is in any way directly or indirectly interested in a contract or a proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act as amended by the 1980 Act.
- (b) A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.
33. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by

the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

34. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of the names of Directors present at each meeting of the Directors and
 - (b) of all resolutions and proceedings at all meetings of the Company and of the Directors.
35. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.
36. A resolution in writing signed by all the directors for the time being present in the United Kingdom and entitled to vote shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.
37. In regulation 107 of Table A the words from and including "A director so appointed" to the end of the regulation shall be deemed to be deleted and the words "Such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

DIVIDENDS

38. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

ACCOUNTS AND DIRECTORS REPORT

39. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company and

- (d) all those matters required by the Companies Acts 1948 to 1981 to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

40. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors' reports as are provided for in Sections 150 and 157 of the Act, Sections 16 to 20 of the 1967 Act, the 1976 Act, the 1980 Act, and the 1981 Act.

CAPITALISATION

41. In any case where unissued shares in the Capital of the Company are proposed to be paid up and distributed amongst the Shareholders by way of capitalisation of profits or reserves the shares so to be paid up and distributed to the Shareholders shall consist exclusively of shares of the class which they are holding and regulations 128 128A and 129 of Table A shall be modified accordingly.

NOTICES

42. In regulation 131 of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.
43. In regulation 134 of Table A the word "and" shall be deemed to be deleted and the words "and (D) every Director of the Company" shall be inserted after the words "of the company".

WINDING UP

44. In regulation 135 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

45. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

THE COMPANIES ACTS 1948 TO 1980

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 black lettering

To the Registrar of Companies

For official use Company number

112

1735693

Name of Company

*delete if
inappropriate

VANSON DEVELOPMENTS

Limited*

*delete as
appropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~
~~extraordinary~~ [special]† resolution of the company dated 4th August, 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£ 9,900 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
9,900	Ordinary	£1

(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:those contained in the Articles of Association
adopted by special resolution passed on the 4th August, 1983.Please tick here if
continued overleaf
☐
*delete as
appropriate

Signed

J. Lee

Secretary

[Director] [Secretary]

Date 4th August, 1983

Presentor's name, address and
reference (if any): 2/36/22/J3193
Harbottle & Lewis
34 South Molton Street
London W1Y 2BPFor official use
General section

Post room



1735693 / 20

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES

I HEREBY CERTIFY that this is a true copy of the Memorandum & Articles of Association of the Company altered in accordance with the special resolution therein mentioned.

.....
Secretary

J. Bro

12.1.84

Memorandum
and
Articles of Association
of
VANSON DEVELOPMENTS LIMITED

Incorporated the 30th day of June 1983

HARBOTTLE & LEWIS,
34 South Molton Street,
London, W1Y 2BP



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1735693

I hereby certify that

MORDOSA LIMITED

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

VANSON DEVELOPMENTS LIMITED

Given under my hand at the Companies Registration
Office, Cardiff the 9th August 1983.

MRS. W. J. HUDSON

an authorised officer



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 1735693

I hereby certify that

MORDOSA 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 the Companies Registration
Office, Cardiff the 30th June 1983.

J. E. ELIOT

an authorised officer

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

VANSON DEVELOPMENTS LIMITED

1. The name of the Company is "VANSON DEVELOPMENTS LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(a) (1) To purchase, sell, hold, take on lease or in exchange, or otherwise acquire and hold for investment purposes or otherwise, any lands or buildings wherever situate, or rights or interests therein or connected therewith and to manage, farm or let the same or any part thereof for any period and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof as a building estate and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon, to lay out roads and pleasure gardens and recreation grounds, to pull down, alter or improve buildings, to plant, drain or otherwise improve the land or any part thereof.

(2) To carry on business as estate and land agents and managers, rent collectors, assessors, appraisers, surveyors, brokers and valuers in respect of property of all kinds real and personal, to take stock and prepare inventories, and to act as insurance agents and brokers and to undertake any secretarial, accountancy, clerical or similar work and to undertake agencies of all kinds and generally to do any work or business which is usually or which might be advantageously

done by auctioneers, surveyors, valuers and estate agents.

(3) To finance and assist persons purchasing or taking leases from or otherwise having dealings with the Company.

- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage, develop, sell, lease, mortgage, grant

licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.

- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (j) To guarantee, support or secure, whether 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 means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting

to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (o) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (p) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees of the Company, or their dependants or relatives or for charitable purposes generally.

PROVIDED ALWAYS that any power which the Company enjoys under section 74 of the Companies Act 1980 or these presents to make provision in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or any of its subsidiaries for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries shall only be exercised by the Company with the sanction of a Special Resolution.

- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

- * 5. The share capital of the Company is £10,000 divided into 10,000 shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

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- * Increased from £100 divided into 100 shares of £1 each to £10,000 divided into 10,000 shares of £1 each by special resolution passed on the 4th day of August 1953.

-6-

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
PHILIP J. LEWIS, 37-45 Paul Street, London, EC2A 4PB. Company Director.	ONE
EDWARD A. HEARD, 37-45 Paul Street, London, EC2A 4PB. Formations Clerk.	ONE

DATED the 2nd day of June 1983.

WITNESS to the above Signatures:-

D. EVANS,
37-45 Paul Street,
London, EC2A 4PB.

Formations Clerk.

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THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

VANSON DEVELOPMENTS LIMITED

(adopted by Special Resolution passed
4th August 1983)

PRELIMINARY

1. The regulations contained in Part I in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.

2. Regulations 3, 22, 24, 54, 57, 59, 61, 66, 73A, 75, 76, 77, 78, 79, 84(2), 86, 87, 89, 90, 91, 92, 93, 99, 106, 119, 123, 126 and 136 contained in Table A shall not apply to the Company.

INTERPRETATION

3. In regulation 1 of Table A the following definitions shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967, "the 1976 Act" means the Companies Act 1976 "the 1980 Act" means the Companies Act 1980 and "the 1981 Act" means the Companies Act 1981.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The Share Capital of the Company on the date of the adoption of these Articles is £10,000 divided into 10,000 Ordinary Shares of £1 each ranking at all times pari passu with each other.

5. Sub-sections (1) (6) and (7) of Section 17 of the Companies Act 1980 shall be excluded from applying to allotments of equity securities (as defined in that section) by the Company.

6. Subject to the provisions of Part III of the 1981 Act:-

- (a) any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company may determine;
- (b) the Company may purchase its own shares; and
- (c) payment for any such purchase or redemption may (without limiting the generality of this Article) be made otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

7. In regulation 11 of Table A as amended the words and brackets "(not being a fully paid share)" shall be deemed to be deleted and the following words shall be deemed to be inserted before the words "but the Directors may" namely:- "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company;".

8. In regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

9. In regulation 18 of Table A the words and figure "not exceeding 5 percent per annum" shall be deemed to be deleted.

10. In regulation 21 of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

TRANSFER OF SHARES

11. (a) The Directors may refuse to register the transfer of any share on which the Company has a lien and except where a transfer is effected

pursuant to the provisions of the following paragraphs of this Article the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

(b) In the following provisions of this Article:-

"Transfer Notice" shall mean notice in writing given to the Company by a person proposing to transfer shares that he desires to transfer shares specifying the numbers and any intended transferee of such shares and the sum he claims to be the fair value of the shares so specified;

"Proposing Transferor" shall mean in relation to any proposed transfer of shares the person who gives or is deemed to give a Transfer Notice;

"the Shares" shall mean the shares specified in a Transfer Notice;

"the Prescribed Period" shall mean a period of six months from the date on which a Transfer Notice is given or deemed to be given;

"the Prescribed Price" shall where applicable mean the sum per share specified in a Transfer Notice as the sum which the Proposing Transferor claims to be the fair value of the Shares unless the purchaser when agreeing to purchase the Shares or a majority in nominal value of the holders of other shares in the Company within 28 days of the date on which the Transfer Notice is given or deemed to be given notify the Company that he or they do not accept such sum as the fair value of the Shares and where the purchaser or other shareholders notify non-acceptance of the price as aforesaid shall mean the fair value of the Shares to be determined and certified by the auditors for the time being of the Company on the application of either party or of the Company. Such auditors shall in so determining and certifying act as experts and not as arbitrators and their decision shall be final.

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- (c) Before transferring any shares the person proposing to transfer such shares shall give a Transfer Notice which shall constitute the Company his agent for the sale of the shares therein mentioned at the Prescribed Price to any member or to the Company. A Transfer Notice once given or deemed to have been given shall not be revocable except with the consent of all of the Directors in writing. Shares of different classes shall not be included in the same Transfer Notice.
- (d) Whenever a Transfer Notice is given, the Company shall offer the Shares (such offer to be accepted within such period being not less than one month as the Directors shall think fit) in the first place to all the holders other than the Proposing Transferor of shares in the capital of the Company of the same class as the Shares pro rata as nearly as may be to the number of shares of that class in the capital of the Company registered in the names of such holders. The offer shall specify the total number of shares to be sold and shall invite each such holder to notify the Directors of the maximum number of shares which he would wish to purchase if available.
- (e) If the Company does not find, or the Directors consider it has no reasonable prospect of finding, prospective purchasers of all the Shares then the Directors may if they think fit and subject to the provisions of Part III of the 1981 Act cause the Company to purchase some or all of the Shares at the Prescribed Price.
- (f) (i) If the Company shall within the Prescribed Period find prospective purchasers of the Shares or resolve to purchase any such shares itself it shall so notify the Proposing Transferor in writing and he shall be bound upon payment of the Prescribed Price to transfer the Shares to the purchaser or purchasers thereof. Any such notice to a Proposing Transferor shall specify the name and address of each purchaser and the number of shares to be purchased by him and the purchase shall be completed at a time and place to be appointed by

the Directors being not less than seven days nor more than twenty-eight days after the certification of the Prescribed Price by the auditors if required or after the giving of such notice to the Proposing Transferor if no certification is required.

- (ii) If in any case the Proposing Transferor after having become bound to transfer any shares to a purchaser shall make default in transferring such shares the Directors may authorise any one Director or the Secretary of the Company to execute on behalf of and as attorney for the Proposing Transferor any necessary transfers or other documents. Such Director or Secretary shall then be deemed to be the agent and attorney of such Proposing Transferor for such purpose and the Company may receive the purchase money from the purchaser and shall upon production of the share transfer and any other necessary documents cause the name of the purchaser to be entered in the register as the holder of the shares and shall hold the purchase money in trust for the Proposing Transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser who shall not be bound to see the application thereof and after the name of the purchaser has been entered in the register in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

- (g) If the Company shall not within the Prescribed Period either find purchasers willing to purchase all the Shares or resolve to purchase all of the Shares for which it has not found purchasers or if the Company shall within the Prescribed Period give to the Proposing Transferor notice in writing that the Company has no prospect of finding purchasers of the Shares or any of them, the Proposing Transferor at any time within one month after the date on which such notice is given shall be at liberty (subject only to the provisions

of paragraph (a)) to transfer the Shares to the transferee (if any) named in his Transfer Notice on a bona fide sale at any price not being less than the Prescribed Price; Provided that the Directors may require to be satisfied in such a manner as they may specify and supported by such evidence including statutory declarations from the Proposing Transferor and transferee as they shall request that the Shares are being transferred in pursuance of a bona fide sale for the consideration stated in the transfer without any deduction rebate or allowance whatsoever to the transferee and if not so satisfied the Directors may refuse to register the instrument of transfer.

- (h) A person entitled to a share in consequence of the bankruptcy of a member shall be bound at any time if and when called upon by the Directors so to do to give a Transfer Notice of all the shares then registered in the name of the member who is bankrupt.
- (i) A person entitled to a share in consequence of the death of a member or the personal representatives of a deceased member as the case may be must before the expiration of six months from the date of such death give a Transfer Notice in respect of all the shares registered in the name of the deceased member at the date of his death.
- (j) If a member who has contracted to render services to the Company shall cease to render services under that contract for any reason he shall be bound at any time if and when called upon by the Directors so to do to give a Transfer Notice of all the shares then registered in his name.
- (k) For the purpose of ensuring that a transfer of shares is duly authorised hereunder or that no circumstances have arisen whereby a Transfer Notice is required to be given hereunder the Directors may from time to time require any member or the legal personal representatives of any deceased member or any person named as transferee in any transfer lodged for registration or any person whom they have reasonable grounds for believing to have information concerning dealings with or

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interests in shares of the Company to furnish to the Company such information and evidence as the Directors may think fit regarding any matter which they may deem relevant to such purpose and may further require such information and evidence to be in the form of a statutory declaration. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after request the Directors shall be entitled to refuse to register the transfer in question or (in case no transfer is in question) to require by notice in writing that a Transfer Notice be given in respect of the shares concerned. If such information or evidence discloses that a Transfer Notice ought to have been given in respect of any shares the Directors may by notice in writing require that a Transfer Notice be given in respect of the shares concerned.

- (1) In any case where under the provisions of these presents the Directors have made a request for a Transfer Notice to be given within a specified period of not less than one month such Transfer Notice shall be deemed to have been given at the expiration of such period and the provisions of this Article shall take effect accordingly.

12. The instrument of transfer of any share shall be executed in such form and with such formalities as may from time to time be authorised or required by law and 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.

REGISTERS

13. The Directors shall cause the following registers to be kept at the Registered Office of the Company or at such other place as they may determine:-

- (a) a Register of Members;
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its associated companies;
- (c) a Register of Charges and Debentures;

- (d) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

14. The Directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of the preceding Article to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

GENERAL MEETINGS

15. Regulation 52 of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

16. If within half an hour from the time appointed for the holding of any general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then any holder of shares then in issue present in person or by proxy shall be a quorum.

17. The Chairman may with the consent of any meeting at which a quorum is present (and will if so directed by the meeting) adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business unfinished at the meeting from which the adjournment took place.

18. A poll may be demanded by the Chairman or by any shareholder present in person or by proxy and regulation 58 of Table A shall be modified accordingly. If a poll is demanded it shall be taken forthwith and in such manner as the Chairman may direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Subject to the provisions of the Act a resolution in writing signed by all the members of the Company or of any class of shareholders (or their duly authorised attorneys) who at the date of such resolution were entitled to receive notice of and to attend and vote at

general meetings or class meetings shall be as valid and effectual as if it had been passed at a General or class meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly authorised attorney.

20. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow money, and to mortgage and charge all or any part of its undertaking, property and uncalled capital 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; Provided that subject to further authorisation of the Company given by Ordinary Resolution in accordance with Section 14 of the 1980 Act relevant securities (as defined in that Section) issued in accordance with this Regulation shall not during the period of five years from the date of incorporation of the Company exceed a maximum amount of One Million Pounds.

DIRECTORS

22. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than two nor more than nine in number.

23. In regulation 94 of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

24. In regulation 95 of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

25. In regulation 97 of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

26. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

27. (a) A Director may appoint another person as his alternate and may at any time revoke any such appointment, provided that such alternate must be approved by all the other Directors for the time being.

(b) An alternate Director shall be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present and generally in the absence of his appointor to exercise all the functions of his appointor as a Director.

(c) An alternate Director shall be deemed not to be an officer of the Company but shall be deemed to be the agent of his appointor.

(d) An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

(e) All appointments and revocations of appointment of alternate Directors shall be in writing under the hand of the appointor left at the Company's registered office.

28. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company:-

"I a Director of
"this Company in pursuance of the power in that
"behalf contained in the Articles of Association of
"the Company do hereby nominate and appoint
". of
". to act as alternate Director in my
"place at any meeting of the Directors which I am
"unable to attend and to exercise all my duties as
"Director of the Company

"AS WITNESS my hand this day of
"19....."

29. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as the Company in General Meeting shall from time to time determine.

30. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit (whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers of this Article conferred on the Directors notwithstanding that he is or may be interested therein.

31. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra service to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.

32. (a) A Director who is in any way directly or indirectly interested in a contract or a proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in

accordance with Section 199 of the Act as amended by the 1980 Act.

(b) A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

33. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

34. The Directors shall cause minutes to be made in books provided for the purpose:-

(a) of the names of Directors present at each meeting of the Directors and

(b) of all resolutions and proceedings at all meetings of the Company and of the Directors.

35. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

36. A resolution in writing signed by all the directors for the time being present in the United Kingdom and entitled to vote shall be as valid and effectual as if it had been passed at a duly convened Board Meeting.

Any such resolution may consist of several documents in the like form each signed by one or more directors.

37. In regulation 107 of Table A the words from and including "A director so appointed" to the end of the regulation shall be deemed to be deleted and the words "Such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

DIVIDENDS

38. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

ACCOUNTS AND DIRECTORS REPORT

39. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company;
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the Companies Acts 1948 to 1981 to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

40. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors' reports as are provided for in Sections 150 and 157 of the Act, Sections 16 to 20 of the 1967 Act, the 1976 Act, the 1980 Act, and the 1981 Act.

CAPITALISATION

41. In any case where unissued shares in the Capital of the Company are proposed to be paid up and distributed amongst the Shareholders by way of capitalisation of profits or reserves the shares so to be paid up and distributed to the Shareholders shall consist exclusively of shares of the class which they are holding and regulations 128 128A and 129 of Table A shall be modified accordingly.

NOTICES

42. In regulation 131 of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.

43. In regulation 134 of Table A the word "and" shall be deemed to be deleted and the words "and (D) every Director of the Company" shall be inserted after the words "of the company".

WINDING UP

44. In regulation 135 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

45. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PHILIP J. LEWIS,
37-45 Paul Street,
London,
EC2A 4PB.

Company Director.

EDWARD A. HEARD,
37-45 Paul Street,
London,
EC2A 4PB.

Formations Clerk.

DATED the 2nd day of June 1983.

WITNESS to the above Signatures:-

D. EVANS.
37-45 Paul Street,
London,
EC2A 4PB.

Formations Clerk.

G

COMPANIES FORM No. 225(2)

Notice by a holding or subsidiary
company of new accounting
reference date given after the end
of an accounting reference period

21
225(2)

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985

The Registrar of Companies

For official use

Company number

1218

1735693

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

*Insert full name
of company

of company

VANSON DEVELOPMENTS LIMITED

gives notice that the company's new accounting reference date on which the previous 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 0 7

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

Day Month Year

3 1 0 7 1 9 8 6

†Delete as
appropriate

The company is a [subsidiary] [holding company]† of VIRGIN GROUP LIMITED

company number 1568894

the accounting reference date of which is 31 JULY

Signed

Lawrence Pan

[Director] [Secretary]† Date

9 JUL 1986

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

L. E. POST
VIRGIN GROUP LIMITED
95-99 LADBROKE GROVE
LONDON W11 1PG

For official use
General Section

Post room



SPECIAL RESOLUTION OF
VANSON DEVELOPMENTS LIMITED

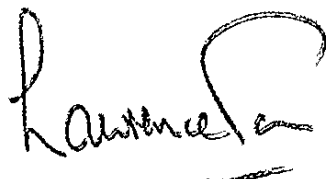
No. 1735693
Passed 16th March, 1989

Pursuant to a written resolution of all of the members of the Company entitled to receive notice of and attend and vote at an extraordinary general meeting, the following resolution was, in accordance with Article 19 of the Company's Articles of Association, unanimously passed as a special resolution on 16th March, 1989:

THAT:-

Full details having been put before the members of the Company and a statutory declaration made in compliance with Section 156 of the Companies Act 1985 by the Directors of the Company together with the Auditors' Report annexed thereto having been made available for inspection by the members of the Company at the time of signing this written resolution, approval be and it is hereby given to the provision of the financial assistance detailed in the statutory declaration to Glowtrack Limited for the purpose of securing the obligations of the Borrowers (including Glowtrack Limited) under a credit agreement dated 11 November 1988 entered into by Glowtrack Limited and Virgin Group Limited with Citicorp Investment Bank Limited as facility agent, Citibank, N.A. as security agent and guarantee agent and the other financial institutions named therein.

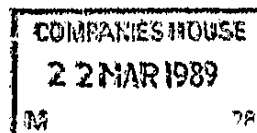
Signed:



Secretary

Presented by: Freshfields (AL/ALPHB/DAA)
Grindall House
25 Newgate Street
London EC1A 7LH

SS41c





Notice of increase in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

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1735693

VANSON DEVELOPMENTS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 20 August 1992 the nominal capital of the company has been increased by £54300000.00 beyond the registered capital of £10000.00.

A copy of the resolution authorising the increase is attached.

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 follow:

Each new share is to rank pari passu with the existing ordinary shares of £1 each in the share capital of the Company.

Please tick if continuation
sheet(s) are attached

☐

Signed

[Signature]

Designation COMPANY SECRETARY

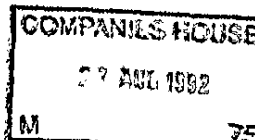
Date 21 AUGUST 1992

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

D. Potts
120 Campden Hill Road
LONDON
W8 7AR

For official use
General section

Post room



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1735693

VANSON DEVELOPMENTS LIMITED

WRITTEN RESOLUTION OF THE SHAREHOLDERS

WE, the undersigned, being all the members of the Company entitled to vote, HEREBY RESOLVE, pursuant to Article 19 of the Company's Articles of Association:

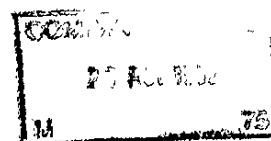
- (1) THAT the authorised share capital of the Company be increased to £54,310,000 by the creation of 54,300,000 ordinary shares of £1 each in the share capital of the Company.
- (2) THAT the directors of the Company be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum amount of £54,310,000 at any time or times during the period of five years from the date hereof.
- (3) THAT Article 4 of the Company's Articles of Association be altered by substituting the figure of "10,000" referred to in the second and third lines of that Article with the figure of "54,310,000".

Dated the 20th day of August 1992

SIGNED BY:

.....
For and on behalf of Virgin
Management Limited

.....
R.C.N. Branson



Number of Company: 1735693

THE COMPANIES ACT 1948 TO 1981

SPECIAL RESOLUTION

OF

VANSON DEVELOPMENTS LIMITED

Passed on the 22ND day of APRIL 1993

We, the undersigned, being all the Members for time being of the above-named Company entitled to receive notice and to attend and vote at general meetings hereby pass the following resolution as a Special Resolution and agree that the said resolution shall pursuant to Article 36 of the Company's Articles of Association for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

IT WAS RESOLVED THAT the following Article be inserted as Article 37 in the Company's Articles of Association and the remaining Articles shall be renumbered accordingly.

37. A meeting of the board or a committee of the board may consist of a conference between directors who are not all in one place if:
- (a) each of the directors participating in such conference is able (whether directly or by telephonic communication) both to speak to each of the others, and to be heard by each of the others, simultaneously; and
 - (b) at least one of the following directors participates in such conference, namely
 - (i) Richard Branson; or
 - (ii) Trevor Abbott;

and the word "meeting" in these Articles shall be construed accordingly.


For and on behalf of
VIRGIN MANAGEMENT LIMITED


R.C.N. Branson



Number of Company: 1735693

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22 DEC 1992	
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THE COMPANIES ACT 1985

ELECTIVE RESOLUTIONS

OF

VANSON DEVELOPMENTS LIMITED

Passed on the ¹⁴^R day of DECEMBER 1992.

We, the undersigned, being all the Members for time being of the above-named Company entitled to receive notice and to attend and vote at general meetings hereby pass the following resolutions as Elective Resolutions and agree that the said resolutions shall pursuant to regulation 53 of Table A (which clause is included in the Company's Articles of Association) for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

IT WAS RESOLVED THAT in accordance with Section 379A of The Companies Act 1985 ("the Act") the Company hereby elects pursuant to Section 252 of the Act, to dispense with the laying of Accounts and Reports before the Company in General meeting.

IT WAS RESOLVED THAT in accordance with Section 379A of the Companies Act 1985 ("the Act") The Company hereby elects pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings.

IT WAS RESOLVED THAT in accordance with Section 386 of the Companies Act 1985 ("the Act") the Company hereby elects pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.


VIRGIN MANAGEMENT LIMITED


R.C.N. Branson