

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

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

For official use

Company number

--	--	--

1783730/1

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

*Insert full name of Company

Name of Company

PRESTON BUSINESS VENTURE

Limited*

I, Peter John Hosker
of 15 Winckley Square,
Preston PR1 3DT

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

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court engaged in the formation of Preston Business Venture Limited.

*†

*limitedx

and that all the requirements of the Companies Acts 1948 to 1981 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 PRESTON
IN THE COUNTY OF LANCASTER

Signature of Declarant

the 20th day of DECEMBER

One thousand nine hundred and ninety-three

before me J. A. Bennett

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

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

JORDAN & SONS LTD.
Napthen Renwick & Hosker
15 Winckley Square
Preston PR1 3DT

For official use

New companies section

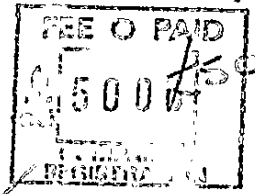
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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

36157

MEMORANDUM OF ASSOCIATION OF

1783730 / 2

PRESTON BUSINESS VENTURE LIMITED ✓

1. The name of the Company is "PRESTON BUSINESS VENTURE LIMITED".

2. The registered office of the Company will be situate in England.

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

(a) To stimulate and promote the creation within Preston and its environs new enterprises having as an objective the provision of goods or services in or the creation of employment opportunity or the making of an addition to the economic well-being of Preston and its environs.

(b) To provide assistance whether financial or otherwise to help existing small firms to expand within Preston and its environs.

(c) To advise firms within Preston and its environs whether existing or in course of creation as to appropriate management structures, the keeping of accounts and the provision of controls whether in respect of finance, stock, production, quality or otherwise. To encourage and assist with commercial and industrial training within Preston and its environs.

(d) To provide a means whereby the business community of Preston and its environs can contribute to the well being of the City and County *Preston and its environs*

(e) To consider all questions connected with trade, commerce and manufactures and especially how those affect either small firms or the creation of those firms in Preston and its environs.

(f) To promote, support or oppose legislative or other measures affecting trade, commerce and manufactures particularly any such concerning small firms in Preston and its environs.

(g) To represent, express and give effect to the opinions of firms on industrial and commercial questions.

Bob
AS
PSH

Jardens (B)
36157



Banc 50
416948

(h) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the UK or elsewhere any patents, patent rights, brevets d'invention, licenses, secret processes, trade marks, design protections and concessions.

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

(j) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them.

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

(l) To remunerate any person, firm or company rendering services to the Company.

(m) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(n) To collaborate with any organisation or department of Government, Local Government or any firm or company having objects similar in whole or in part with those of the Company.

(o) To purchase take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of attaining the objects of the Company or any one or more of them.

(p) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company for the furtherance of the objects of the Company or any one or more of them.

(q) In the furtherance of the Company's objects, to lend and advance money or give credit on such terms as seem expedient and with or without security to customers and others; to enter into guarantees, contracts of indemnity and suretyships of all kinds and to receive money on deposit or loan upon such terms as the Company may approve.

(r) To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.

(s) Generally to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Company or all or any of them.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to

the Members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company, in return for any services actually rendered to the Company.

5. The liability of the Members is limited. ✓

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and the costs, charges and expenses of winding up for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound. ✓

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Company, at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Names, addresses and descriptions of Subscribers

Brian George Booth ✓

Brian George Booth, ✓
9, Moorfield Close,
Fulwood,
Preston,
Lancashire.

Polytechnic Deputy Director

Anthony Booth ✓

Anthony Booth,
26, Warren Drive,
Appleton,
Near Warrington,
Cheshire.

Chartered Accountant

Dated this

19th December 1983 ✓

Witness to the above Signatures:-

P. J. Hether

15 Winckley Square

PRESTON

PR1 3AF Lancashire

Solicitor

THE COMPANIES ACTS 1948 to 1981

1783730/3

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

PRESTON BUSINESS VENTURE LIMITED ✓

INTERPRETATION

1. In these Articles:

"the Act"	means the Companies Act 1948
"the Acts"	means the Companies Acts 1948 - 1981
"the Seal"	means the common seal of the Company
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company.
"the United Kingdom"	means Great Britain and Northern Ireland. ✓

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of Members with which the Company proposes to be registered is six but the Directors may from time to time register an increase of Members.

3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members of the Company.

GENERAL MEETINGS

4. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors may appoint.

5. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Directors or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

PROVIDED that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed;

(a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the Members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

10. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved; in any other case it 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 the Members present shall be a quorum.

12. The Chairman if any, of the board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

13. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their numbers to be Chairman of the meeting.

14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. 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.

(a) by the Chairman; or

(b) by at least three Members present in person; or

(c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

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 and an entry to that effect in the book containing the minutes of 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.

16. Except as provided in article 18 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

18. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representative) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Every Member shall have one vote.

21. No Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.

22. On a poll votes may be given either personally or by proxy.

23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a

poll, not less than twenty-four hours before the time appointed for the taking of the poll in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"

"

I (We) _____ of _____ in
the _____ County of _____ being a
Member (Members) of the above named Company hereby
appoint _____ of _____
or failing him _____ of _____
as my (our) proxy to vote for me (us) on my (our) behalf
at the Annual (Extraordinary) General Meeting of the
Company to be held on the _____ day of _____
and at any adjournment thereof.

Signed this _____ day of _____.

26. Where it is desired to afford Members an opportunity of voting for or against a Resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"

"

I (We) _____ of _____ in
the _____ County of _____ being a
Member (Members) of the above named Company hereby
appoint _____ of _____
or failing him _____ of _____
as my (our) proxy to vote for me (us) on my (our) behalf
at the Annual (Extraordinary) General Meeting of the
Company to be held on the _____ day of _____
and at any adjournment thereof.

Signed this _____ day of _____.

"This Form is to be used in favour of/against* the Resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

29. Any corporation which is a Member of the Company may by Resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

APPOINTMENT AND ROTATION OF DIRECTORS

30. (a) The number of Directors shall not exceed six (unless and until otherwise decided) and the names of the first Directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

(b) Subsequent Directors shall be appointed by the Company by Ordinary Resolution.

(c) At the first Annual General Meeting of the Company all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

(d) The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(e) A retiring Director shall be eligible for re-election.

(f) The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a Resolution for the re-election of such Director shall have been put to the meeting and lost.

(g) No person other than the Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

(h) The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

(i) The Directors shall have power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

(j) The Company may by Ordinary Resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

(k) The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under article 45 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as a additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

31. The Company may from time to time by Special Resolution increase the number of Directors and in such event shall specify by whom such additional Directors are to be appointed.

32. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

33. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in General Meeting subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by Resolution determine.

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

(a) of all appointments of officers made by the Directors

(b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors

(c) of all Resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors;

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

36. The office of a Director shall be vacated if the Director

(a) without the consent of the Company in General Meeting holds any other office of profit under the Company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any order made under section 188 of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) ceases to be a Director by virtue of section 185 of the Act; or

(g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 199 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

PROCEEDINGS OF DIRECTORS

37. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director, may and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

38. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be 3.

39. Notwithstanding Article 37 should the number of Directors fall below 3 the continuing Directors may act until such time as replacement Directors are appointed under provisions of Article 30 above.

40. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

41. The Directors may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

42. A committee may elect a Chairman of its meetings; if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.

43. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

44. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

45. A Resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

46. The Secretary shall be appointed by Directors for such term at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed by them may be removed by them.

47. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place, of the Secretary.

THE SEAL

48. The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or a committee of the Directors authorised by the Directors in that

behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

49. The Directors shall cause proper books of account to be kept 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.

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 explain its transactions.

50. The books of account shall be kept at the registered office of the Company or, subject to section 12 of the Companies Acts 1976 at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.

51. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

52. The Directors shall from time to time in accordance with section 150 of the Companies Act 1976 and section 157 of the Act (as amended) cause to be prepared and to be laid before the Company in General Meeting such as profit and loss accounts balance sheets, group accounts (if any) and reports as are referred to in those sections.

53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors report shall not less than twenty-one days before the date of the meeting be sent to every Member of the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

AUDIT

54. Auditors shall be appointed and their duties regulated in accordance with the Acts.

NOTICES

55. A notice may be given by the Company to any Member either personally or by sending it in the post to him or his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing this notice and to have been effected in the case of a notice of meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

56. Notice of every General Meeting shall be given in any manner hereinafter authorised to:

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

Names, addresses and descriptions of Subscribers

Brian George Booth

Brian George Booth,
9, Moorfield Close,
Fulwood,
Preston,
Lancashire.

Polytechnic Deputy Director

Anthony Booth

Anthony Booth,
26, Warren Drive,
Appleton,
Near Warrington,
Cheshire

Chartered Accountant

Dated this

19th December 1983

Witness to the above Signatures:-

P. J. Oliver

15 Winckley Square

PRESTON

PR1 3DT Lancashire
Solicitor

Names, addresses and descriptions of Subscribers

Brian George Booth ✓

Brian George Booth,
9, Moorfield Close,
Fulwood,
Preston,
Lancashire.

Polytechnic Deputy Rector ✓

Anthony Booth ✓

Anthony Booth,
26, Warren Drive,
Appleton,
Near Warrington,
Cheshire

Chartered Accountant ✓

Dated this 19th December 1983

Witness to the above Signatures:-

P. J. White

15 Winckley Square

PRESTON

PR1 3DT Lancashire

Solicitor ✓



THE COMPANIES ACTS 1948 TO 1981

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

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

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

To the Registrar of Companies

For official use

1783730

* delete if
inappropriate

Name of Company

PRESTON BUSINESS VENTURE

Limited*

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

43, Lune Street, Preston, Lancashire.

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

X

JORDAN & SONS LTD,
Napthen Renwick & Hosker
15 Winckley Square 7DN
PRESTON PR1 3DT Lancashire

JORDAN & SONS LTD,
15, WINCKLEY SQUARE
PRESTON, LANCASHIRE

Number of continuation sheets attached (see note 1)

1

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

Napthen Renwick & Hosker
15 Winckley Square
PRESTON PR1 3DT

36157/8



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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(note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	Business occupation
Brian George BOOTH	Polytechnic Deputy Director
Previous name(s) (note 3) None	Nationality
Address (note 4)	British
9, Moorfield Close, Fulwood, Preston PR2 4SW	Date of birth (where applicable) (note 6)
Other directorships †	
None	
I hereby consent to act as director of the company named on page 1	
Signature <i>B.G. Booth</i>	Date 19/12/83

Name (note 3)	Business occupation
John Nicholas ROYLE	Chartered Surveyor
Previous name(s) (note 3) none	Nationality
Address (note 4)	British
279 Garstang Road, Fulwood, Preston Lancashire.	Date of birth (where applicable) (note 6)
Other directorships †	
Property World Limited	
I hereby consent to act as director of the company named on page 1	
Signature <i>J. Nicholas Royle</i>	Date 19/12/83


Name (note 3)	Business occupation
Harold PARKER	Leader of Preston Council
Previous name(s) (note 3) None	Nationality
Address (note 4)	British
2, Worthing Road, Ingol Preston PR2 3UQ	Date of birth (where applicable) (note 6)
Other directorships †	
Activus Marketing Limited	
A.R.M. Limited	
I hereby consent to act as director of the company named on page 1	
Signature <i>H. Parker</i>	Date 19/12/83

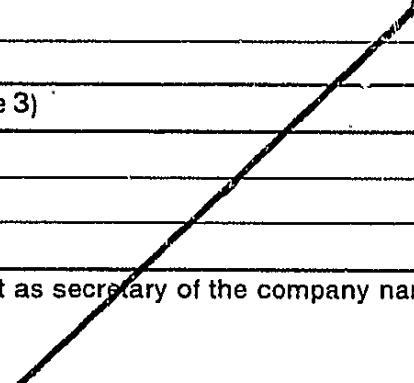
Please do not
write in this
binding margin



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

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:

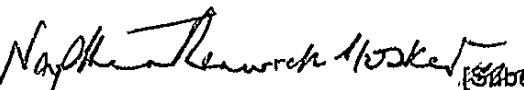
Name (notes 3 & 7)	
Anthony BOOTH	
Previous name(s) (note 3)	none
Address (notes 4 & 7)	
26, Warren Drive, Appleton, Warrington	
Cheshire WA4 5BN	
I hereby consent to act as secretary of the company named on page 1	
Signature	ABM 
Date	19.12.83


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

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

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

† delete as
appropriate

Signature  [Subscriber] [Agent]† Date 19.12.1983

Signature  [Subscriber] [Agent]† Date 19/12/83

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1783730

I hereby certify that

PRESTON BUSINESS VENTURE 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

17TH JANUARY 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

MINUTE OF MEETING OF DIRECTORS HELD ON
4 JUNE 1992 AT
PREMIER HOUSE, CHURCH STREET, PRESTON.

At a meeting of Directors of the Company held on 4 June 1992 the following
Special Resolution was passed:

"That Paragraph 30(a) of the Articles of Association be
altered to read as follows:-

There shall be no limit to the number of
Directors who shall be appointed by the Board
at duly convened meetings.

and that the necessary documents to reflect this resolution
should be lodged with the Registrar of Companies in due
course"

.....*Achie McDowall*.....

A. McDowall
Company Secretary

.....*K. McGavin*.....

K. McGavin
Chairman

