



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 (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

THE COMPANIES ACTS 1948 TO 1980

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

Form No 41a

41a

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

For official use

Company number

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

[] 180022677 []

Name of Company

HERBMOOR LIMITED

I, CATHERINE ANDERSON
of 16-18 NEW BRIDGE STREET
LONDON E.C.4.

do solemnly and sincerely declare that I am† a person named as Secretary of the Company in
the statement delivered under Section 21 of the Companies Act 1976
of * HERBMOOR 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 JOHN LLOYD & CO.
7 MAIDEN LANE
LONDON W.C.2.

the SIXTEENTH day of FEBRUARY

One thousand nine hundred and EIGHTY-FOUR

before me

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

Signature of Declarant

Catherine Anderson

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

For official use

New companies section

Post room

P 9/10 2/3

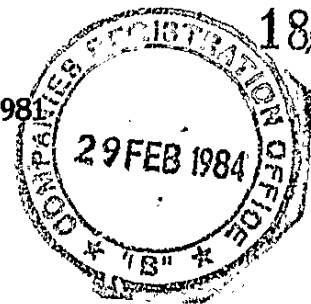
27.2.84



1800226/3

THE COMPANIES ACTS 1948 - 1981

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

HERBMOOR LIMITED



1. The name of the Company is HERBMOOR 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 carry on the business or businesses of general merchants, exporters, importers, manufacturers, suppliers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement, and vehicles, goods, works of art or literature, food, livestock or other living plant or animal, material or substance of any description whatsoever and to exploit any natural resource or product by mining or quarrying the same and by means of any industrial process.
 - (2) To carry on the business of repairing, restoring, cleaning, maintaining, improving, altering, installing, extending, or destroying any vehicle, plant, machinery, work of art.

substance or material or article of commercial, manufacturing, personal, decorative or household use.

(3) To carry on the business of banking, insuring, underwriting, negotiating loans and lending money (with or without security) for any purpose and in connection with any kind of agreement or arrangement or transaction whatsoever, administering trust and pension funds, debt collecting and acting as bailiffs and dealers in any kind of securities, commodities, metals or foreign exchange whether on a recognised exchange or otherwise.

(4) To undertake and execute agency or commission work of all kinds and to act generally as agents, brokers, organisers, factors, consultants and advisers for and in connection with financing, insurance, sale or purchase of goods, investments or any kind of property and the provision of services, travel, transport and carriage, building and engineering management, public relations and publicity, conferences, exhibitions, admission to and organisation of theatrical and sporting events and the provision of housing and other accommodation.

(5) To carry on the business of supplying personnel to perform every kind of service or duty to businesses of every kind and for domestic purposes and to provide services to commerce and industry whether secretarial and clerical, computer or accountancy services, market research and information, storage, security, cleaning, repair and maintenance or any other service which may be required.

(6) To carry on the business of buying and selling, developing and improving land and buildings for investment purposes or otherwise and to charge and grant rights and interests of any kind in or over such land or buildings or any part thereof.

(7) To carry on the business of designing, erecting, constructing, altering, restoring, repairing, extending and executing any work in connection with any buildings and structures of whatsoever description and any part thereof including any installation for the purposes of heating, lighting or providing water, gas, electricity or other services to the building or any other purpose and to carry on the business of market and landscape gardeners, estate and land agents, auctioneers and valuers in connection with any land, building or chattels whatsoever and to breed and race or show any bloodstock, livestock or domestic animals.

(8) To carry on the business of providing transport and carriage of passengers and goods of every description whether in the United Kingdom or elsewhere by land, rail, sea and air and or acting as haulage contractors, lightermen, stevedores, wharfingers, car men, carting contrac-

tors, cargo superintendents, packers, hauliers and warehousemen.

(9) To carry on business in the entertainment and leisure industry as producers, managers, broadcasters, promoters, directors, casting agents, distributors, promoters and publishers in respect of any kind of film, videogram, television or radio programme, sporting event, theatrical or musical production, commercial, book, magazine, periodical, record, cassette, photograph and to act as organisers and to provide services in connection with any sporting, theatrical, musical or other public event or performance and to act as agents and promoters of any performer or personality and to manage any cinema, theatre, dance hall or other place of entertainment or amusement.

(10) To carry on the business of advertisers and promoters of every kind of product, printers using processes of every description, lithographers, engravers, graphic artists, writers, illustrators, and artists working in any medium whatsoever and to undertake the marketing and distribution of all or any products or works produced in the course of any of the said businesses.

(11) To carry on the business of hoteliers, inn-keepers, licensed victuallers, restaurateurs and retail or wholesale suppliers of food products, meals and drinks (alcoholic and non-alcoholic) for consumption on any premises whether owned by the Company or otherwise and elsewhere and to provide over-night accommodation to any person for any consideration in premises owned or leased by the Company.

(12) To carry on the business of beauticians, hair-dressers, fashion consultants and of health club, clinic and gymnasium proprietors and managers, cosmetic surgeons and every other business concerned or connected with the improvement of the health and appearance of the human body and its adornment and to carry on business as funeral directors and undertakers.

(13) To carry on the business of providing education and training to any person of whatsoever age and description in any subject, art or skill whatsoever and to provide career counselling.

(14) To carry on any other business or trade which in the opinion of the directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the Company or to further any of its objects.

(B) To borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole of any part of the undertaking, property and

assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be and upon all such other terms as the directors may consider expedient.

(C) To purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world or to hold the same, and to purchase shares of the Company in accordance with the provisions of the Companies Act 1981 and any legislation, rule or order amending or extending the same.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the directors may think necessary or convenient for the purposes of the Company's business and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same.

(E) To build, construct, maintain, alter, enlarge, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm, or company in doing any of the things aforesaid.

(F) To apply for and take out, purchase or otherwise acquire and to hold any patents, licences, copyrights and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem to the Company directly or indirectly to benefit the Company, and to use, assign or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information so acquired.

(G) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock, bonds, stocks and securities of any company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.

(H) To establish, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(I) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the

Company is authorised to carry on or any business or transaction which the directors consider capable of being conducted so as directly or indirectly to benefit the Company.

(J) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(K) To lend money or give credit with or without security on such terms as the directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firms or companies.

(L) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(M) To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise or by the allotment of shares, debentures, or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights interest or other property, real or personal acquired by the Company by any means or in any manner whatsoever.

(N) To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(O) To take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property services, rights or interests in payment or part payment for any services rendered or for any sale made to or debt owing from any such company and to hold or otherwise to deal in any manner with any such property rights or interests.

(P) To sell, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and

other transferable or negotiable instruments.

(R) To distribute among the members in specie (subject to the provisions of sections 39-45 of the Companies Act 1980 and any legislation, rule or order extending or amending the same) any property of the Company, or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, subcontractors, trustees or otherwise.

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned 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 £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

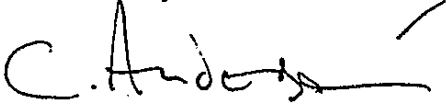
NAMES, ADDRESSES & DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

David W. Clark, F.C.A.,
16-18 New Bridge Street,
London EC4V 6AU
Company Director


1 ordinary share

Catherine Anderson
16-18 New Bridge Street,
London EC4V 6AU
Company Secretary


1 ordinary share

DATED

THU

SIXTEENTH FEB 1984

WITNESS to the above signatures:-

Susan Bracomier
16-18 New Bridge Street,
London EC4V 6AU
Administrator



THE COMPANIES ACTS 1948 - 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

1800226/4

of

HERBMOOR LIMITED

Preliminary

1. Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967, 1976, 1980 and 1981 (such Table being hereinafter referred to as "Table A") shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company.

2. The following regulations of Table A shall not apply to the Company videlicet:- 11, 24, 40 to 43 inclusive, 75, 79, 80, 84(2), 84(4) and 88 to 92 (inclusive).

3. In each of regulations 8, 9, 25 and 28 of Table A "£10" shall be substituted for "2s 6d"; and in each of regulations 18 and 21 of Table A "15%" shall be substituted for "5%".

Private Company

4. The Company is a private Company, and accordingly:

(1) the Company shall not offer any shares in or debentures of the Company to the public (whether for cash or otherwise);

(2) the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered to the public;

and sections 45(2) and 55 of the Act (as amended by the Companies Act 1980) shall apply for the purposes of this Article as they apply for the purposes of the Act.

Shares

5. All unissued shares of the Company (whether in the original or any increased capital) shall be under the control of the Directors, who may allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any Direc-

tors at such times and on such terms and generally in such manner as they think fit; and the Directors are hereby generally and unconditionally authorised for the purposes of section 14 of the Companies Act 1980 to exercise the powers of the Company to allot relevant securities (as defined in the said section 14), and are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with the said section 14:

(1) the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of the original share capital with which the Company is registered; and

(2) such authority shall expire immediately before the fifth anniversary of the date of the Company's incorporation.

6. Subsections (1), (6) and (7) of section 17 of the Companies Act 1980 are hereby excluded in their application to the Company in relation to allotments of equity securities (as defined in the said section 17).

7. The Company may at any time and from time to time exercise the power conferred by section 46 of the Companies Act 1981 of purchasing its own shares (including redeemable shares) and such power shall be exercised subject to and in accordance with the provisions of Part III of the said Act.

Lien

8. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person (whether solely or jointly with others), and upon the proceeds of sale thereof, for his debts, liabilities and engagements (solely or jointly with any other person) to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time payable in respect of such share.

Transfer and Transmission of Shares

9. A transfer of a fully paid share need not be signed by or on behalf of the transferee, and regulation 22 of Table A shall be modified accordingly.

10. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

General Meeting

11. In regulation 54 of Table A the words "and if at the adjourned meeting a quorum is not present within half an hour

from the time appointed for the meeting the meeting shall be dissolved" shall be added after the words "as the Directors may determine".

Directors

12. Unless and until the Company in general meeting otherwise determines, the number of Directors shall not be more than nine but need not exceed one. If and so long as the minimum number of Directors fixed by or pursuant to these Articles is less than two, a sole Director may exercise all the powers and authorities vested in the Directors and regulation 99 of Table A shall not apply.

13. The words "but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting" shall be deleted from regulation 95 of Table A.

14. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under section 21 of the Companies Act 1976.

15. A person may be appointed or elected Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

Disqualification of Directors

16. The office of a Director shall be vacated in any of the following events:

(1) if a receiving order is made against him, or he makes any arrangement or composition with his creditors generally;

(2) If in England or elsewhere an order is made by any Court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with regard to his property or affairs, and the other Directors pass a resolution that he has by reason of mental disorder vacated office;

(3) if he absents himself from meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and his alternate (if any) fails to attend in his place, and the other Directors pass a resolution that he has by reason of such absence vacated office;

(4) if he is or becomes prohibited by law from being or acting as a Director;

(5) if (not being a managing or executive Director holding

office as such) he resigns his office by notice in writing delivered to the Company;

(6) if he tenders his resignation at a meeting of the Directors and the other Directors resolve to accept the same;

(7) if he ceases to be a Director by virtue of any provision of the Act or is removed from office pursuant to these Articles.

Alternate Directors

17. Any Director may at any time appoint any person approved by resolution of the Directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director.

18. An alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Director's functions.

19. Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a Director (or if notice removing him is given by a majority in number of the Directors other than the person appointing him).

20. All appointments and removals of alternatives shall be effected by instrument in writing under the hand of the Directors making or (of the Director or Directors) revoking such appointment left at the Company's registered office.

Powers and duties of Directors

21. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in the Memorandum of Association of the Company) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by general law or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such directions (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution; but no such director or alteration of these Articles shall invalidate any prior act of the Directors which would have been valid if that director or alteration had not been prescribed or made. The general powers given by this

Article shall not be limited or restricted by any special authority of power given to the Directors by any other provision of these Articles.

22. The Directors may exercise all the powers of the Company to borrow money, whether or not in excess of the nominal amount of the share capital of the Company for the time being issued, and to mortgage or charge all or any part or parts of the Company's undertaking, property and uncalled capital, and (subject to compliance with the requirements of section 14 of the 1980 Act) 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.

23. Subject to the provisions of section 199 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

24. It shall not be necessary for a Director present at a meeting of Directors or a committee of Directors to sign his name in a book to be kept for that purpose, and regulation 6 of Table A shall be modified accordingly.

Indemnity

25. 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 or discharge or purported execution or discharge of his duties or in relation thereto.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles 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 & DESCRIPTION
OF SUBSCRIBERS

David W. Clark, F.C.A.,
16-18 New Bridge Street,
London EC4V 6AU
Company Director

Catherine Anderson
16-18 New Bridge Street,
London EC4V 6AU
Company Secretary

DATED

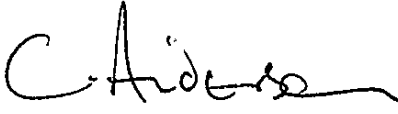
THU

WITNESS to the above signatures:-

Susan Braconnier
16-18 New Bridge Street,
London EC4V 6AU
Administrator

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER


1 ordinary share


1 ordinary share

SIXTEENTH FEB 1984





Please do not
write in this
binding margin

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

Form No. 1

1

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

To the Registrar of Companies

For official use

1800226/5

Name of Company

* delete if
inappropriate

HERBMOOR

Limited*

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

16-18 NEW BRIDGE STREET

LONDON EC4V 6AU.

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

INFOCHECK

16-18 NEW BRIDGE STREET

LONDON EC4V 6AU

Number of continuation sheets attached (see note 1)

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

16-18 NEW BRIDGE STREET
LONDON EC4V 6AU

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:

Name (note 3)	DAVID WILLIAM CLARK	Business occupation	COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	16-18 NEW BRIDGE STREET LONDON EC4V 6AU.	Date of birth (where applicable) (note 6)	
Other directorships †			
SEE ATTACHED SCHEDULE			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16-2-84	

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


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

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:

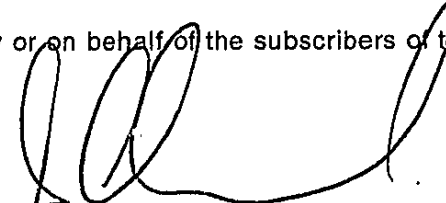
Name (notes 3 & 7)	CATHERINE ANDERSON
Previous name(s) (note 3)	
Address (notes 4 & 7)	16-18 NEW BRIDGE STREET LONDON EC4V 6AU.
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 16-2-89

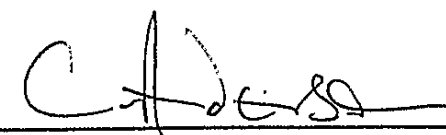
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

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

† delete as
appropriate

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

Signature  [Subscriber] [Agent]† Date 16-2-89

Signature  [Subscriber] [Agent]† Date 16-2-89

ALBANRIDGE LIMITED
BEARLOT LIMITED
BETTLEMOCK LIMITED
BIOGLADE LIMITED
CARKSTRYDE LIMITED
DIMCHEM LIMITED
DIMEWAY LIMITED
DOMETEX LIMITED
EBONGEM LIMITED
FICHEFORD LIMITED
FIDCHEM LIMITED
HANPEAT LIMITED
HARTFLEX LIMITED
JARDEK LIMITED
KARMEAD LIMITED
LINGERLONG LIMITED
MASTCHEM LIMITED
MATEBECH LIMITED
MATRACROME LIMITED
MAURICHEM LIMITED

PANWISE LIMITED
PARAFEN LIMITED
PENGELLOW LIMITED
PREVLON LIMITED
RAMLEK LIMITED
REBOWTEX LIMITED
SAMTYNE LIMITED
SANTWYNN LIMITED
SKORDA LIMITED
STROUDREAM LIMITED
TARPLETT LIMITED
TELECATCH LIMITED
TETHERTEX LIMITED
TEXTMEX LIMITED
THEALHOVE LIMITED
TIGWAY LIMITED
WISHTEK LIMITED
WOODSTYNE LIMITED
SCALEWYNN LIMITED

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1800226

I hereby certify that

HERBMOOR 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

15TH MARCH 1984

A handwritten signature in black ink, appearing to read 'D. C. H. Bushier'.

D. C. H. BUSHIER

an authorised officer

THE COMPANIES ACTS 1948 - 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

Herbmoor Limited

Company No 1800226

Passed on 23rd Day of March 1984

At an Extraordinary General Meeting on the above named Company duly convened and held on 23rd March 1984 at 16-18 New Bridge Street, London EC4V 6AU the following Special Resolution was duly passed.

That clause 3(A) (1) of the Memorandum of Association be deleted and the following new clause be substituted in its place to read as follows:-

- (A) (1) To carry on the business of dealers, and managers of property and estates, lessees and lessors, estate developers, business transfer agents, auctioneers, valuers, surveyors, and insurance brokers, mortgage brokers, bailiffs, bailees, managing agents, development agents and estate agents; to purchase, take on lease, or in exchange or otherwise acquire any lands and buildings in England or elsewhere and any estate or interest in any right connected with such lands or buildings, to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying up and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving the same; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and other such property as the Company may deem fit, and may acquire the same for the purposes of investment and with a view of receiving the income therefrom.

Director

16-18 NEW BRIDGE STREET
LONDON EC4V 6AU

TEL: 01 353 7722



(COMPANY LIMITED) BY SHARES

MEMORANDUM OF ASSOCIATION

of

Herbmoor Limited

(Clause 3 (A) (1) altered by Special Resolution passed on the 23rd Day of March 1984)

1. The name of the Company is Herbmoor 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 carry on the business of dealers, and managers of property and estates, lessees and lessors, estate developers, business transfer agents, auctioneers, valuers, surveyors, and insurance brokers, mortgage brokers, bailiffs, bailees, managing agents, development agents and estate agents; to purchase, take on lease, or in exchange or otherwise acquire any lands and buildings in England or elsewhere and any estate or interest in any right connected with such lands or buildings, to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying up and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving the same; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and other such property as the Company may deem fit, and may acquire the same for the purposes of investment and with a view of receiving the income therefrom.

(2) To carry on the business of repairing, restoring, cleaning, maintaining, improving, altering, installing, extending or destroying any vehicle, plant, machinery, work of art.



substance or material or article of commercial, manufacturing, personal, decorative or household use.

(3) To carry on the business of banking, insuring, underwriting, negotiating loans and lending money (with or without security) for any purpose and in connection with any kind of agreement or arrangement or transaction whatsoever, administering trust and pension funds, debt collecting and acting as bailiffs and dealers in any kind of securities, commodities, metals or foreign exchange whether on a recognised exchange or otherwise.

(4) To undertake and execute agency or commission work of all kinds and to act generally as agents, brokers, organisers, factors, consultants and advisers for and in connection with financing, insurance, sale or purchase of goods, investments or any kind of property and the provision of services, travel, transport and carriage, building and engineering management, public relations and publicity, conferences, exhibitions, admission to and organisation of theatrical and sporting events and the provision of housing and other accommodation.

(5) To carry on the business of supplying personnel to perform every kind of service or duty to businesses of every kind and for domestic purposes and to provide services to commerce and industry whether secretarial and clerical, computer or accountancy services, market research and information, storage, security, cleaning, repair and maintenance or any other service which may be required.

(6) To carry on the business of buying and selling, developing and improving land and buildings for investment purposes or otherwise and to charge and grant rights and interests of any kind in or over such land or buildings or any part thereof.

(7) To carry on the business of designing, erecting, constructing, altering, restoring, repairing, extending and executing any work in connection with any buildings and structures of whatsoever description and any part thereof including any installation for the purposes of heating, lighting or providing water, gas, electricity or other services to the building or any other purpose and to carry on the business of market and landscape gardeners, estate and land agents, auctioneers and valuers in connection with any land, building or chattels whatsoever and to breed and race or show any bloodstock, livestock or domestic animals.

(8) To carry on the business of providing transport and carriage of passengers and goods of every description whether in the United Kingdom or elsewhere by land, rail, sea and air and or acting as haulage contractors, lighterment, stevedores, wharfingers, car men, carting contrac-

tors, cargo superintendents, packers, hauliers and warehousemen.

(9) To carry on business in the entertainment and leisure industry as producers, managers, broadcasters, promoters, directors, casting agents, distributors, promoters and publishers in respect of any kind of film, videogram, television or radio programme, sporting event, theatrical or musical production, commercial, book, magazine, periodical, record, cassette, photograph and to act as organisers and to provide services in connection with any sporting, theatrical, musical or other public event or performance and to act as agents and promoters of any performer or personality and to manage any cinema, theatre, dance hall or other place of entertainment or amusement.

(10) To carry on the business of advertisers and promoters of every kind of product, printers using processes of every description, lithographers, engravers, graphic artists, writers, illustrators, and artists working in any medium whatsoever and to undertake the marketing and distribution of all or any products or works produced in the course of any of the said businesses.

(11) To carry on the business of hoteliers, innkeepers, licensed victuallers, restaurateurs and retail or wholesale suppliers of food products, meals and drinks (alcoholic and non-alcoholic) for consumption on any premises whether owned by the Company or otherwise and elsewhere and to provide over-night accommodation to any person for any consideration in premises owned or leased by the Company.

(12) To carry on the business of beauticians, hairdressers, fashion consultants and of health club, clinic and gymnasium proprietors and managers, cosmetic surgeons and every other business concerned or connected with the improvement of the health and appearance of the human body and its adornment and to carry on business as funeral directors and undertakers.

(13) To carry on the business of providing education and training to any person of whatsoever age and description in any subject, art or skill whatsoever and to provide career counselling.

(14) To carry on any other business or trade which in the opinion of the directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the Company or to further any of its objects.

(B) To borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or any part of the undertaking, property and

assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be and upon all such other terms as the directors may consider expedient.

(C) To purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world or to hold the same, and to purchase shares of the Company in accordance with the provisions of the Companies Act 1981 and any legislation, rule or order amending or extending the same.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the directors may think necessary or convenient for the purposes of the Company's business and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same.

(E) To build, construct, maintain, alter, enlarge, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm, or company in doing any of the things aforesaid.

(F) To apply for and take out, purchase or otherwise acquire and to hold any patents, licences, copyrights and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem to the Company directly or indirectly to benefit the Company, and to use, assign or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information so acquired.

(G) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock, bonds, stocks and securities of any company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.

(H) To establish, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(I) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the

Company is authorised to carry on or any business or transaction which the directors consider capable of being conducted so as directly or indirectly to benefit the Company.

(J) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(K) To lend money or give credit with or without security on such terms as the directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firms or companies.

(L) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(M) To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise or by the allotment of shares, debentures, or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights interest or other property, real or personal acquired by the Company by any means or in any manner whatsoever.

(N) To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(O) To take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property services, rights or interests in payment or part payment for any services rendered or for any sale made to or debt owing from any such company and to hold or otherwise to deal in any manner with any such property rights or interests.

(P) To sell, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and

other transferable or negotiable instruments.

(R) To distribute among the members in specie (subject to the provisions of sections 39-45 of the Companies Act 1980 and any legislation, rule or order extending or amending the same) any property of the Company, or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, subcontractors, trustees or otherwise.

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned 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 £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

NAMES, ADDRESSES & DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

David W. Clark, F.C.A.,
16-18 New Bridge Street,
London EC4V 6AU
Company Director

1 ordinary share

Catherine Anderson
16-18 New Bridge Street,
London EC4V 6AU
Company Secretary

1 ordinary share

DATED on the 16th Day of February 1984

WITNESS to the above signatures:-

Susan Braconnier
16-18 New Bridge Street,
London EC4V 6AU
Administrator

THE COMPANIES ACTS 1948 - 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of
Herbmoor Limited

Preliminary

1. Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967, 1976, 1980 and 1981 (such Table being hereinafter referred to as "Table A") shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company.

2. The following regulations of Table A shall not apply to the Company videlicet:- 11, 24, 40 to 43 inclusive, 75, 79, 80, 84(2), 84(4) and 88 to 92 (inclusive).

3. In each of regulations 8, 9, 25 and 28 of Table A "£10" shall be substituted for "2s 6d"; and in each of regulations 18 and 21 of Table A "15%" shall be substituted for "5%".

Private Company

4. The Company is a private Company, and accordingly:

(1) the Company shall not offer any shares in or debentures of the Company to the public (whether for cash or otherwise);

(2) the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered to the public;

and sections 45(2) and 55 of the Act (as amended by the Companies Act 1980) shall apply for the purposes of this Article as they apply for the purposes of the Act.

Shares

5. All unissued shares of the Company (whether in the original or any increased capital) shall be under the control of the Directors, who may allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any Direc-

tor's at such times and on such terms and generally in such manner as they think fit; and the Directors are hereby generally and unconditionally authorised for the purposes of section 14 of the Companies Act 1980 to exercise the powers of the Company to allot relevant securities (as defined in the said section 14), and are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with the said section 14:

(1) the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of the original share capital with which the Company is registered; and

(2) such authority shall expire immediately before the fifth anniversary of the date of the Company's incorporation.

6. Subsections (1), (6) and (7) of section 17 of the Companies Act 1980 are hereby excluded in their application to the Company in relation to allotments of equity securities (as defined in the said section 17).

7. The Company may at any time and from time to time exercise the power conferred by section 46 of the Companies Act 1981 of purchasing its own shares (including redeemable shares) and such power shall be exercised subject to and in accordance with the provisions of Part III of the said Act.

Lien

8. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person (whether solely or jointly with others), and upon the proceeds of sale thereof, for his debts, liabilities and engagements (solely or jointly with any other person) to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time payable in respect of such share.

Transfer and Transmission of Shares

9. A transfer of a fully paid share need not be signed by or on behalf of the transferee, and regulation 22 of Table A shall be modified accordingly.

10. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

General Meeting

11. In regulation 54 of Table A the words "and if at the adjourned meeting a quorum is not present within half an hour

from the time appointed for the meeting the meeting shall be dissolved" shall be added after the words "as the Directors may determine".

Directors

12. Unless and until the Company in general meeting otherwise determines, the number of Directors shall not be more than nine but need not exceed one. If and so long as the minimum number of Directors fixed by or pursuant to these Articles is less than two, a sole Director may exercise all the powers and authorities vested in the Directors and regulation 99 of Table A shall not apply.

13. The words "but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting" shall be deleted from regulation 95 of Table A.

14. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under section 21 of the Companies Act 1976.

15. A person may be appointed or elected Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

Disqualification of Directors

16. The office of a Director shall be vacated in any of the following events:

(1) if a receiving order is made against him, or he makes any arrangement or composition with his creditors generally;

(2) If in England or elsewhere an order is made by any Court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with regard to his property or affairs, and the other Directors pass a resolution that he has by reason of mental disorder vacated office;

(3) if he absents himself from meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and his alternate (if any) fails to attend in his place, and the other Directors pass a resolution that he has by reason of such absence vacated office;

(4) if he is or becomes prohibited by law from being or acting as a Director;

(5) if (not being a managing or executive Director holding

office as such) he resigns his office by notice in writing delivered to the Company;

(6) if he tenders his resignation at a meeting of the Directors and the other Directors resolve to accept the same;

(7) if he ceases to be a Director by virtue of any provision of the Act or is removed from office pursuant to these Articles.

Alternate Directors

17. Any Director may at any time appoint any person approved by resolution of the Directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director.

18. An alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Director's functions.

19. Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a Director (or if notice removing him is given by a majority in number of the Directors other than the person appointing him).

20. All appointments and removals of alternatives shall be effected by instrument in writing under the hand of the Directors making or (of the Director or Directors) revoking such appointment left at the Company's registered office.

Powers and duties of Directors

21. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in the Memorandum of Association of the Company) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by general law or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such directions (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution; but no such director and no alteration of these Articles shall invalidate any prior act of the Directors which would have been valid if that director or alteration had not been prescribed or made. The general powers given by this

Article shall not be limited or restricted by any special authority of power given to the Directors by any other provision of these Articles.

22. The Directors may exercise all the powers of the Company to borrow money, whether or not in excess of the nominal amount of the share capital of the Company for the time being issued, and to mortgage or charge all or any part or parts of the Company's undertaking, property and uncalled capital, and (subject to compliance with the requirements of section 14 of the 1980 Act) 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.

23. Subject to the provisions of section 199 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

24. It shall not be necessary for a Director present at a meeting of Directors or a committee of Directors to sign his name in a book to be kept for that purpose, and regulation 86 of Table A shall be modified accordingly.

Indemnity

25. 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 or discharge or purported execution or discharge of his duties or in relation thereto.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles 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 & DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

David W. Clark, F.C.A.,
16-18 New Bridge Street,
London EC4V 6AU
Company Director

1 ordinary share

Catherine Anderson
16-18 New Bridge Street,
London EC4V 6AU
Company Secretary

1 ordinary share

DATED on the 16th Day of February 1984

WITNESS to the above signatures:-

Susan Bracomier
16-18 New Bridge Street,
London EC4V 6AU
Administrator

Number of Company: 1800226 / 11

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF

HERBMOOR LTD

Passed the 24 day of MAY, 1984

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 24 day of MAY 1984, the following SPECIAL RESOLUTION was duly passed:-

That the Articles of the Company be altered by deleting Clauses 9 AND 10 of the Articles of Association and by substituting in lieu thereof the following clauses 9 AND 10

Transfer and Transmission of Shares

- 9 The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of transfer of a fully paid share) by or on behalf of the transferee.
- 10 (a) No share in the company shall be allotted or transferred except to the owner of a flat in

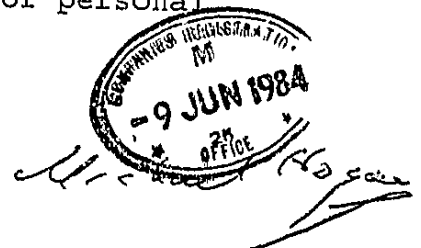
CIRKLYE MANSIONS CHEYNE WALK LONDON SW3

(b) Save and except for the transfer of shares by the subscribers to the Memorandum of Association of the Company and for transfers permitted under the provisions of this Article, a share in the company shall be transferred only upon or after a change in the ownership of the flat to which that share has been allocated.

(c) The price to be paid upon the transfer of a share shall, in default of agreement between the transferor and the transferee, be its nominal value.

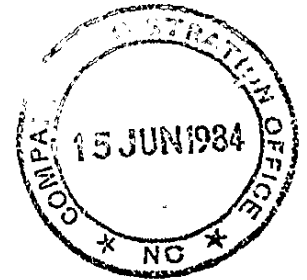
(d) If upon the change of ownership of a flat the holder of the share allocated to that flat refuses to transfer such share in accordance with these Articles to the new owner of the flat, the Directors may treat the instrument of sale as a transfer of the share to the new owner of such flat and a transfer shall be effective and the transferee or transferees shall be registered as the holder or holders of such share and as against the former registered holder and all persons claiming through him shall be absolutely entitled to the same.

(e) The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member if at the time of his application for membership he is the owner of a flat and the share allocated to such flat may be transferred to such trustee in bankruptcy or personal representative.



THE COMPANIES ACT, 1948 TO 1981

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

HERB MOOR.

LIMITED

Passed on 24 day of MAY, 1984

At an EXTRAORDINARY GENERAL MEETING of the Members
of the above named company, duly convened and held
at 2 CARLYLE MANSIONS CHEYNE WALK.

on the 24 day of MAY, 1984, the following
SPECIAL RESOLUTION was duly passed:-

RESOLUTION

It is hereby resolved that with the approval of the
Registrar of Companies the above named company change
its name to CARLYLE MANSIONS



Chairman

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740

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FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1800226

I hereby certify that

HERBMOOR LIMITED

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

CARLYLE MANSIONS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 19TH JULY 1984

A.K. Phillips
MRS. A. K. PHILLIPS
an authorised officer