

THE COMPANIES ACTS 1948 TO 1980

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

41a

Please do not write in this binding margin



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

*Insert full name of Company

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

For official use

Company number

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

1802574

Name of Company

TRUSHELFCO (NO. 668) LIMITED

I, THOMAS GEORGE McLEAN BUCKLEY

of 35 BASINGHALL STREET
LONDON, EC2V 5DB

a Solicitor of the Supreme Court

do solemnly and sincerely declare that I am
engaged in the formation

of TRUSHELFCO (NO. 668) LIMITED

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

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at BARRINGTON HOUSE
GRESHAM STREET IN THE CITY OF
LONDON

Signature of Declarant

the 29th day of February

One thousand nine hundred and

84

before me

A Commissioner for Oaths ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~
~~XX~~
~~XX~~

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

Slaughter and May
35 Basinghall Street
London, EC2V 5DB

Services to Lawyers
Limited

Ref: TB/MRH

For official use

New companies section

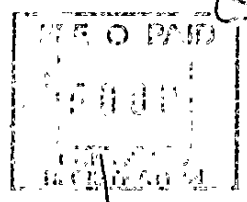
Post room



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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

TRUSHELFECO (NO. 668) LIMITED

1802574

1. The name of the Company is "TRUSHELFECO (NO. 668) 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 carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.
 - (B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
 - (C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
 - (D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any



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business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

- 7
- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
 - (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with, and assist or subsidise any person.
 - (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
 - (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
 - (Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
 - (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust.
- (T) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.


- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

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4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
--	--

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB

T.G.M. Buckley
T.G.M. BUCKLEY Director

One

For and on behalf of
TREXCO LIMITED,
35 Basinghall Street,
London EC2V 5DB

R.C. Harvey
R.C. HARVEY Director

One

DATED the *29th* day of *February* 198*4*
WITNESS to the above Signatures :-

Mdex Heblton

35 Basinghall Street,
London EC2V 5DB

Solicitor's Articled Clerk

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THE COMPANIES ACTS 1948 to 1981

1802574

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TRUSHELFCO (NO. 668) LIMITED

TABLE "A"

1. The Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948, as altered by any enactment coming into operation prior to the date of incorporation of the Company (such Regulations as so altered being hereinafter called "Table A"), shall except where the same are excluded or varied by or inconsistent with these Articles of Association, apply to the Company. No regulations set out in any schedule to any other statute concerning companies shall apply as regulations or articles of the Company.

UNISSUED SHARE CAPITAL

2. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine. Section 17(1) of the Companies Act 1980 shall not apply to the allotment by the Company of any equity security as defined by Section 17(11) of that Act.

3. The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of Section 14 of the Companies Act 1980): such authority shall be unconditional and for the exercise of such power generally: the maximum amount of relevant securities that may be the subject of allotment (within the meaning of the said Section 14) under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeded the nominal amount of the shares taken by the subscribers to the Memorandum of Association at the date of

incorporation: unless renewed, such authority will expire on the date five years from the date of incorporation: save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly: the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

TRANSFER OF SHARES

4. Subject as otherwise provided, any Member may transfer all or any of his shares whether or not there may be uncalled liability thereon by an instrument of transfer in the usual common form or in any other form which the Board may approve. Such instrument shall be signed by or on behalf of the transferor and signature by or on behalf of the transferee shall not be required and on registration of the transfer the transferee shall be deemed to have consented to the assumption of liability on his part for the payment of any sum not paid up on such share or shares. Regulation 22 of Table A shall be varied accordingly.

5. 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. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

6. At any general meeting a poll may be demanded by any Member present in person or by proxy and Regulation 58 of Table A shall be varied accordingly.

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder. Regulation 62 of Table A shall not apply.

8. Subject to any statutory provision, a resolution in writing expressed to be an ordinary extraordinary or special resolution signed by or on behalf of all the

Members of the Company who would be entitled to vote on such a resolution if it were to be proposed at a general meeting of the Company shall be as valid and effectual as if it had been passed at such a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Members. Regulation 73A of Table A shall not apply.

DIRECTORS

9. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than two in number. The first Directors shall be appointed by the subscribers. Regulation 75 of Table A shall not apply.

10. Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs any services which in the opinion of the Directors go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine and such remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article or Regulation.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and assets (including any uncalled capital), or any part thereof, and, subject to Section 14 of the Companies Act 1980, 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 (including the Company's holding company). Regulation 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

12. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Paragraph (2) of Regulation 84 of Table A shall not apply, and

the remainder of Regulation 84 shall be varied accordingly.

13. Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles of Association shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles of Association relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

14. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or

pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. Regulation 87 of Table A shall not apply.

15. The Company may exercise all the powers conferred by statute with regard to having any official seal, and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

16. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

17. A Director present at any meeting shall not be required to sign his name in any book, and Regulation 86 of Table A shall be varied accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. Without prejudice to any other provisions of or incorporated in these Articles of Association governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Directors, or at a general meeting of the Company, may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

19. Both of them, the Directors and the Company in general meeting, shall each 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.

20. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age.

21. The office of a Director shall be vacated in any of the following events namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors;
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated;
- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a Director;
- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles.

22. Regulations 88 to 97 (inclusive) of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

23. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from the United Kingdom. Regulation 98 of Table A shall be varied accordingly.

24. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 102 of Table A shall be varied accordingly.

25. A resolution in writing signed by or on behalf of 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. Any

such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 106 of Table A shall not apply.

EXECUTIVE DIRECTORS

26. The Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

27. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration, if any, as a Director. Regulations 107, 108 and 109 of Table A shall not apply.

NOTICES

28. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

29. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 131, 132, 133 and 134 of Table A shall not apply.

AUTHORISED SHARE CAPITAL

30. The share capital of the Company is £100 divided into 100 Shares of £1 each.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB

T.G.M. BUCKLEY Director One

For and on behalf of
TREXCO LIMITED,
35 Basinghall Street,
London EC2V 5DB

R.C. HARVEY Director One

DATED the 29th day of February 1984

WITNESS to the above Signatures :-

Alex Hinton

35 Basinghall Street,
London EC2V 5DB

Solicitor's Articled Clerk

G

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 margin

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

* delete if
inappropriate

To the Registrar of Companies

For official use

1802571

Name of Company

TRUSHELFCO (NO. 668)

Limited*

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

35 Basinghall Street
London EC2V 5DB

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

Slaughter and May
35 Basinghall Street
London EC2V 5DB

Number of continuation sheets attached (see note 1)

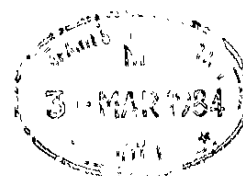
Presenter's name, address and
reference (if any):

Slaughter and May
35 Basinghall Street
London EC2V 5DB

TB/MRH

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) THOMAS GEORGE MCLEAN BUCKLEY	Business occupation Solicitor
Previous name(s) (note 3)	Nationality British
Address (note 4) 35 Basinghall Street London EC2V 5DB	Date of birth (where applicable) (note 6) N/A
Other directorships †	
See attached list	
I hereby consent to act as director of the company named on page 1	
Signature	Date 29.2.84

Name (note 3) RICHARD CHARLES HARVEY	Business occupation Solicitor
Previous name(s) (note 3)	Nationality British
Address (note 4) 35 Basinghall Street London EC2V 5DB	Date of birth (where applicable) (note 6) N/A
Other directorships †	
See attached list	
I hereby consent to act as director of the company named on page 1	
Signature	Date 29.2.84


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

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)	TRUSEC LIMITED	
Previous name(s) (note 3)		
Address (notes 4 & 7)	35 Basinghall Street London EC2V 5DB	
FOR AND ON BEHALF OF		
I hereby consent to act as secretary of the company named on page 1		
Signature	 DIRECTOR SECRETARIES	Date 29.2.84

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*

Signature  [Subscriber] [Agent]† Date 29.2.84

Signature [Subscriber] [Agent]† Date

T.G.M. BUCKLEY

LIST OF DIRECTORSHIPS

Alminex (UK) Limited
Bentalls Pension Trustees Limited
First Trucidator Trust Limited
Slaughter and May Services Company
Trucidator Nominees Limited
Trexco Limited
Trucidator Limited
Trusec Limited
Trushelfco (No. 412) Limited
Trushelfco (No. 418) Limited
Trushelfco (No. 449) Limited
Trushelfco (No. 493) Limited
Trushelfco (No. 537) Limited
Trushelfco (No. 557) Limited
Trushelfco (No. 558) Limited
Trushelfco (No. 568) Limited
Trushelfco (No. 570) Limited
Trushelfco (No. 573) Limited
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Trushelfco (No. 655) Limited
Trushelfco (No. 656) Limited
Trushelfco (No. 657) Limited

R.C. HARVEY

LIST OF DIRECTORSHIPS

Metal Sales Company Limited
Mr. Groom Products U.K. Limited
First Trucidator Trust Limited
Slaughter and May Services Company
Trucidator Nominees Limited
Trexco Limited
Trucidator Limited
Trusec Limited

Trushelfco (No. 412) Limited
Trushelfco (No. 418) Limited
Trushelfco (No. 449) Limited
Trushelfco (No. 493) Limited
Trushelfco (No. 532) Limited
Trushelfco (No. 537) Limited
Trushelfco (No. 557) Limited
Trushelfco (No. 558) Limited
Trushelfco (No. 568) Limited
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Trushelfco (No. 573) Limited
Trushelfco (No. 576) Limited
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Trushelfco (No. 591) Limited
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Trushelfco (No. 655) Limited
Trushelfco (No. 656) Limited
Trushelfco (No. 657) Limited

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1802574

I hereby certify that

TRUSHELFCO (NO. 668) 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

23RD MARCH 1984

A.K. Phillips
MRS. A. K. PHILLIPS

an authorised officer

No. 1802574

2250
19.5.84



THE COMPANIES ACT 1948 TO 1981

COMPANY LIMITED BY SHARES

RESOLUTION

OF

TRUSHELFCO (NO. 668) LIMITED

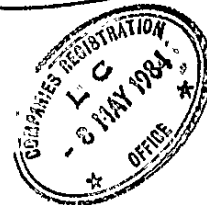
passed on 2nd May, 1984

At an Extraordinary General Meeting of the Company duly convened and held on the 2nd May, 1984 the following resolutions were duly passed as Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be and it is hereby changed to Macquarie Finance Limited.

Chairman.



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1802574

/8

I hereby certify that

TRUSHELFCO (NO. 668) LIMITED

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

MACQUARIE FINANCE LIMITED.

Given under my hand at the Companies Registration Office,
Cardiff the 24TH MAY 1984

M. Saunders

M. SAUNDERS (MRS)

an authorised officer

THE COMPANIES ACT

NW1
3-10



1802574

RESOLUTIONS

of

MACQUARIE FINANCE LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held on September 4, 1991 the following Resolutions were duly passed:

(i) As an ORDINARY RESOLUTION:

THAT:

- (a) the authorised share capital of the company be increased from £100 to £1,000,000 by the creation of £999,900 ordinary shares of £1 each; and

NW50/001925

1802574

(b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) of the Company up to an aggregate nominal amount of £999,998 on or before 03.09, 1996 save that the Company may, before the expiry of such authority, make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred thereby has not expired; and

(ii) As a SPECIAL RESOLUTION:

THAT:

the name of the company be changed from Macquarie Finance Limited to Macquarie Securities Limited.

.....*Richard E. ...*.....
Chairman of the meeting

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1802574

I hereby certify that

MACQUARIE FINANCE LIMITED.

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

MACQUARIE SECURITIES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3 OCTOBER 1991


P. DEWAN

an authorised officer

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1802574

Name of company

* MACQUARIE FINANCE LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 4TH SEPTEMBER, 1991 the nominal capital of the company has been
increased by £ 999,900 beyond the registered capital of £ 100

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Pari passu in all respects with the existing ordinary shares in
the company.

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Please tick here if
continued overleaf

☐

Signed

Designation‡
DIRECTOR

Date 18.09.1991

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

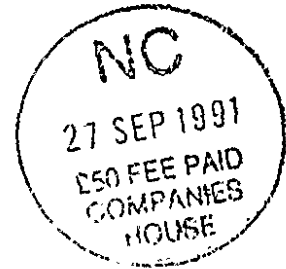
SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB
REF: RRSB/JZF/RSM

For official Use
General Section

Post room

THE COMPANIES ACT

RWT
3-10



1802574

RESOLUTIONS

of

MACQUARIE FINANCE LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held on September 4, 1991 the following Resolutions were duly passed:

(i) As an ORDINARY RESOLUTION:

THAT:

- (a) the authorised share capital of the company be increased from £100 to £1,000,000 by the creation of £999,900 ordinary shares of £1 each; and

1802574

1802574

(b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) of the Company up to an aggregate nominal amount of £999,998 on or before 03.09, 1996 save that the Company may, before the expiry of such authority, make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred thereby has not expired; and

(ii) As a SPECIAL RESOLUTION:

THAT:

the name of the company be changed from Macquarie Finance Limited to Macquarie Securities Limited.

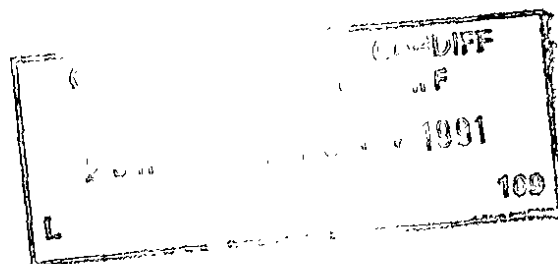
.....*Michael E. Gray*.....
Chairman of the meeting

No: 1802574

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
MACQUARIE SECURITIES LIMITED



SLAUGHTER AND MAY
35 PRINCIPAL STREET
LONDON EC2V 5DB

1991/109

THE COMPANIES ACT

RESOLUTIONS

of

MACQUARIE FINANCE LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held on September 4, 1991 the following Resolutions were duly passed:

(i) As an ORDINARY RESOLUTION:

THAT:

- (a) the authorised share capital of the company be increased from £100 to £1,000,000 by the creation of £999,900 ordinary shares of £1 each; and

(b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) of the Company up to an aggregate nominal amount of £999,998 on or before 03.09, 1996 save that the Company may, before the expiry of such authority, make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred thereby has not expired; and

(ii) As a SPECIAL RESOLUTION:

THAT:

the name of the company be changed from Macquarie Finance Limited to Macquarie Securities Limited.

.....*Michael E. Sany*.....
Chairman of the meeting

THE COMPANIES ACTS 1948 TO 1981
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
MACQUARIE SECURITIES LIMITED[*]

1. The name of the Company is "MACQUARIE SECURITIES 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 carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaries, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.
 - (B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
 - (C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of any dealers in any goods and other things.
 - (D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any

[*] The name of the company was changed to Macquarie Finance Limited by special resolution passed on 2nd May, 1984 and to Macquarie Securities Limited by special resolution passed on 4th September, 1991.

business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with, and assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust.
- (T) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is 1,000,000 divided into 1,000,000 Shares of £1 each, [**] and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

[**] The share capital of the company was increased from 100 to 1,000,000 by ordinary resolution passed on 4th September, 1991.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
--	--

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB

T.G.M. BUCKLEY Director

One

For and on behalf of
TREXCO LIMITED,
35 Basinghall Street,
London EC2V 5DB

R.C. HARVEY Director

One

DATED the 29th day of February 1984

WITNESS to the above Signatures :-

Walter Heblton

35 Basinghall Street,
London EC2V 5DB

Solicitor's Articled Clerk

THE COMPANY ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
MACQUARIE SECURITIES LIMITED

TABLE "A"

1. The Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948, as altered by any enactment coming into operation prior to the date of incorporation of the Company (such Regulations as so altered being hereinafter called "Table A"), shall except where the same are excluded or varied by or inconsistent with these Articles of Association, apply to the Company. No regulations set out in any schedule to any other statute concerning companies shall apply as regulations or articles of the Company.

UNISSUED SHARE CAPITAL

2. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine. Section 17(1) of the Companies Act 1980 shall not apply to the allotment by the Company of any equity security as defined by Section 17(11) of that Act.

3. The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of section 14 of the Companies Act 1980): such authority shall be unconditional and for the exercise of such power generally: the maximum amount of relevant securities that may be the subject of allotment (within the meaning of the said Section 14) under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeded the nominal amount of the shares taken by the subscribers to the Memorandum of Association at the date of

incorporation: unless renewed, such authority will expire on the date five years from the date of incorporation: save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly: the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

TRANSFER OF SHARES

4. Subject as otherwise provided, any Member may transfer all or any of his shares whether or not there may be uncalled liability thereon by an instrument of transfer in the usual common form or in any other form which the Board may approve. Such instrument shall be signed by or on behalf of the transferor and signature by or on behalf of the transferee shall not be required and on registration of the transfer the transferee shall be deemed to have consented to the assumption of liability on his part for the payment of any sum not paid up on such share or shares. Regulation 22 of Table A shall be varied accordingly.

5. 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. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

6. At any general meeting a poll may be demanded by any Member present in person or by proxy and Regulation 58 of Table A shall be varied accordingly.

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder. Regulation 62 of Table A shall not apply.

8. Subject to any statutory provision, a resolution in writing expressed to be an ordinary extraordinary or special resolution signed by or on behalf of all the

Members of the Company who would be entitled to vote on such a resolution if it were to be proposed at a general meeting of the Company shall be as valid and effectual as if it had been passed at such a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Members. Regulation 73A of Table A shall not apply.

DIRECTORS

9. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than two in number. The first Directors shall be appointed by the subscribers. Regulation 75 of Table A shall not apply.

10. Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs any services which in the opinion of the Directors go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine and such remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article or Regulation.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and assets (including any uncalled capital), or any part thereof, and, subject to Section 14 of the Companies Act 1980, 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 (including the Company's holding company). Regulation 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

12. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Paragraph (2) of Regulation 84 of Table A shall not apply, and

the remainder of Regulation 84 shall be varied accordingly.

13. Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles of Association shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles of Association relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

14. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or

pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. Regulation 87 of Table A shall not apply.

15. The Company may exercise all the powers conferred by statute with regard to having any official seal, and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

16. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

17. A Director present at any meeting shall not be required to sign his name in any book, and Regulation 86 of Table A shall be varied accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. Without prejudice to any other provisions of or incorporated in these Articles of Association governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Directors, or at a general meeting of the Company, may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

19. Both of them, the Directors and the Company in general meeting, shall each 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.

20. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age.

21. The office of a Director shall be vacated in any of the following events namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors;
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated;
- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a Director;
- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles.

22. Regulations 88 to 97 (inclusive) of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

23. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from the United Kingdom. Regulation 98 of Table A shall be varied accordingly.

24. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 102 of Table A shall be varied accordingly.

25. A resolution in writing signed by or on behalf of 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. Any

such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 106 of Table A shall not apply.

EXECUTIVE DIRECTORS

26. The Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

27. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration, if any, as a Director. Regulations 107, 108 and 109 of Table A shall not apply.

NOTICES

28. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

29. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company. Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 131, 132, 133 and 134 of Table A shall not apply.

AUTHORISED SHARE CAPITAL

30. The share capital of the Company is £100 divided into 100 Shares of £1 each. [*]

[*] The share capital of the company was increased from 100 to 1,000,000 by ordinary resolution passed on 4th September, 1991

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB

T.G.M. BUCKLEY Director One

For and on behalf of
TREXCO LIMITED,
35 Basinghall Street,
London EC2V 5DB

R.C. HARVEY Director One

DATED the 29th day of February 1984
WITNESS to the above Signatures :-

Walter Hester

35 Basinghall Street,
London EC2V 5DB

Solicitor's Articled Clerk

THE COMPANIES ACT

RESOLUTIONS

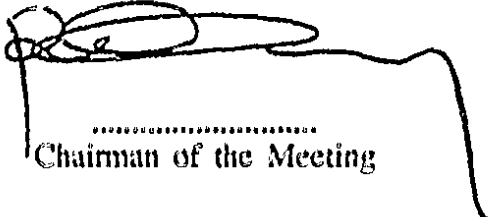
OF

MACQUARIE SECURITIES LIMITED

At the Annual General Meeting of the above named company duly convened and held on August 17 1992, the following Elective Resolutions were duly passed :

(1) THAT :

- a) Pursuant to Section 252 of the Companies Act 1985, the company shall dispense with the laying of accounts and reports before the company in general meetings.
- b) Pursuant to Section 366A of the Companies Act 1985, the company shall dispense with the holding of annual general meetings.
- c) Pursuant to Section 386 of the Companies Act 1985, the company shall dispense with the obligation to appoint auditors annually.


.....
Chairman of the Meeting

1802574

THE COMPANIES ACT

RESOLUTIONS

of

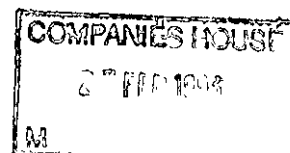
MACQUARIE SECURITIES LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held on 22 February 1993 the following Resolutions were duly passed:

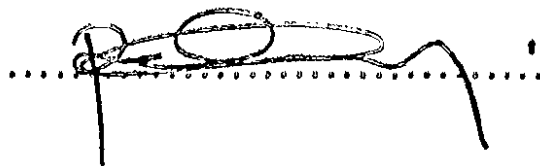
As an ORDINARY RESOLUTION:

THAT:

- (a) the authorised share capital of the company be increased from £1,000,000 to £10,000,000 by the creation of £9,000,000 ordinary shares of £1 each; and



(b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) of the Company up to an aggregate nominal amount of £9,100,000 on or before 22 February 1998 save that the Company may, before the expiry of such authority, make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred thereby has not expired.

A handwritten signature in dark ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

Chairman of the meeting

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

1802514

Name of company

* <u>MACQUARIE SECURITIES LIMITED</u>

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22 FEBRUARY 1993 the nominal capital of the company has been
increased by £ 9000,000 beyond the registered capital of £ 1,000,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

--

‡ Insert
Director
Secretary
Administrator
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ‡ Co. Secretary

Date 26/2/93

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

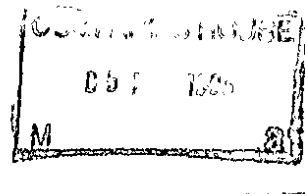
A L JONES
6 SOUTH ALBERT ROAD,
REIGATE
SURREY
RH20DP

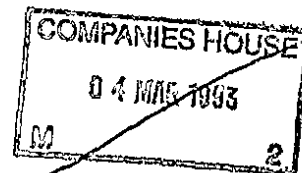
For official Use
General Section

Post room

COMPANIES HOUSE
27 FEB 1993
M

THE COMPANIES ACT





RESOLUTIONS

of

MACQUARIE SECURITIES LIMITED

At an Extraordinary General Meeting of the above-named company
duly convened and held on 22 February 1993 the following
Resolutions were duly passed:

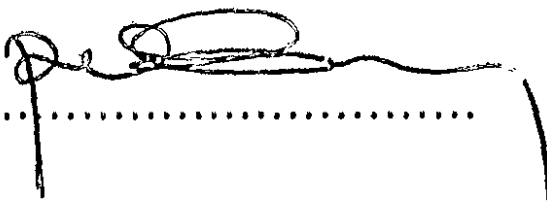
As an ORDINARY RESOLUTION:

THAT:

- (a) the authorised share capital of the company be
increased from £1,000,000 to £10,000,000 by the
creation of £9,000,000 ordinary shares of £1 each;
and

(b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) of the Company up to an aggregate nominal amount of £9,100,000 on or before 21 February 1998 save that the Company may, before the expiry of such authority, make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred thereby has not expired.

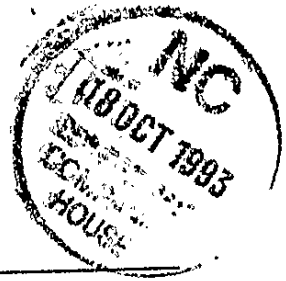
(c) the previous authority given to the directors on 4 September 1991 to allot £999,998 shares before 3 September 1996 be revoked.



.....

Chairman of the meeting

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS



COMPANY NUMBER 01802574

COMPANY NAME MACQUARIE SECURITIES LIMITED

At an Extraordinary General*~~Annual General~~*General* Meeting of the members of the above named company, duly convened and held at:

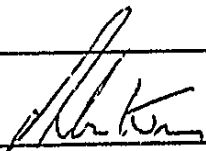
69-70 MARK LANE, LONDON EC3R 7HS

on the 1 day of OCTOBER 19 93

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME MACQUARIE SECURITIES (UK) LIMITED

Signature: 
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

MR ANDREW JONES
COMPANY SECRETARY
MACQUARIE SECURITIES (UK) LIMITED
69-70 MARK LANE
LONDON EC3R 7HS



No fee



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1802574

I hereby certify that

MACQUARIE SECURITIES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MACQUARIE SECURITIES (UK) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 25 OCTOBER 1993

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

P. BEVAN

an authorised officer