

THE COMPANIES ACTS 1948 TO 1981

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

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

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

For official use

Company number

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1844601

Name of company

JARVIS INVESTMENT MANAGEMENT LIMITED

I, Lionel George Grantof 1 The Drive, Warwick Park, Tunbridge Wells, Kent.do solemnly and sincerely declare that I am Directorof JARVIS INVESTMENT MANAGEMENT LIMITED

and that all the requirements of the Companies Acts 1948 to 1981 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Colchester House 1 London Bridge Walk, London SE1 2SS

Signature of Declarant

the 30th day of JulyOne thousand nine hundred and ninety fourbefore me ESMOND DAVID EZRA

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

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

For official use
New companies section

Post room



The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

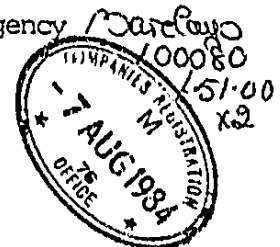
of

JARVIS INVESTMENT MANAGEMENT

LIMITED



- a) The name of the Company is Jarvis Investment Management Limited.
- b) The registered office of the Company will be situate in England.
- c) The objects for which the Company is established are:
 1. To promote, establish, manage and carry on any investment, unit or other trust or pool (whether fixed or flexible or a combination thereof) of or concerning any shares, stocks, debenture, debenture stocks, bonds, loans, participation in a mutual fund, obligations or other securities or investments of any kind or description or any rights or interests therein.
 2. To acquire, hold and dispose of any such securities or investments, or any rights or interests therein, by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
 3. To act as trustee or manager of or depositary for any shares, stocks, debentures, debenture stocks, bonds, participation in a mutual fund, obligations and securities, investment, unit or other trust (whether fixed or flexible or a combination thereof) or issue of certificates or instruments evidencing the right or title of any person, partnership, body of persons or corporation, or the bearer of any such certificates or instruments to a proportionate share or interest in any such shares, stocks, debentures, debenture stocks, bonds, loans, obligations or securities or any rights or interests therein.
 4. To undertake and execute trusts of every kind and to undertake the office of executor, administrator, committee, attorney, treasurer, manager, depositary, agent or any office or situation of trust or confidence, whether gratuitously or otherwise, and to act therein and perform the duties and functions incident thereto either in the name of the Company or by or through an agent or syndicate or otherwise and generally to transact all kinds of trust or agency business whether gratuitously or otherwise.



5. To acquire, deal in and hold on deposit or otherwise on behalf of any person, partnership, society, body of persons or corporation any shares, stocks, debentures, debenture stocks, bonds, obligations and securities and to issue and deal in certificates or instruments evidencing the title of any person, partnership, society, body of persons or corporation or the bearers of any such certificates to a share of interest in any shares, stocks, debentures, debenture stocks, bonds, loans, obligations or securities or in the proceeds of sale or the income of any such shares, stocks, debentures, debenture stocks, bonds, loans, obligations or securities or in any other monies.
6. To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
7. To purchase, take on lease or agreement or otherwise acquire and hold, build or extend, any lands or premises and real and personal property of any kind whatsoever.
8. To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
9. To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
10. To undertake and transact all kinds of trust and agency business.
11. To make loans and advances, with or without security, to guarantee (or provide security whether by personal covenant or mortgage or charge) for the fulfilment of contracts and obligations of any company, firm or person, and to give indemnities, warranties and bonds.
12. To sell, let, exchange, develop, improve, dispose of or otherwise deal with the undertaking or all or any part of the property, rights or privileges of the Company upon any terms, with power to accept any shares, stock, debentures, debenture stock, or securities of any kind, whether fully or partly paid in payment or part payment for the same.

13. To acquire and undertake the whole or any part of the business, property and liabilities of, and to amalgamate or enter into any partnership, profit sharing or joint adventure with, any person, firm association, company or authority carrying on any business similar, analogous, or subsidiary to any of the objects of the Company, or capable of being conducted so as directly or indirectly to benefit the Company or possessing any property suitable for the purposes of the Company, and to promote any other company or enterprise the promotion of which shall seem desirable.
14. To pay for any property or business, or for any services rendered to the Company, either wholly or partly in shares, stocks debentures, debenture stock, obligations or securities of or belonging to the Company.
15. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
16. To grant and enter into agreements to grant pensions or gratuities to any persons who are for the time being or any at time shall have been Directors, officers or employees of the Company, or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
17. To distribute any of the assets of the Company in specie, and either by way of dividend or upon any return of capital.
18. To cause the Company to be registered or legally recognised in any country or place.
19. To do any or all of the foregoing things in any part of the world, and either alone or in conjunction with or through the agency of others, including power of delegation (with or without the right of sub-delegation and substitution) to any attorney or attorneys.
20. To do all such other things as are incidental or conducive to the attainment of the above objects.

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

d) The liability of the Members is limited.

e) The share capital of the Company is £100.00 divided into 100 shares of £1 each.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<i>Andrew James Grant</i> Andrew James Grant 1 The Drive Warwick Park Tunbridge Wells Kent TN2 5ER Taxation Consultant <i>Lionel George Grant</i> Lionel George Grant 1 The Drive Warwick Park Tunbridge Wells Kent TN2 5ER Chartered Secretary <i>Jane Stephens</i> Jane Stephens Beech Corner Ranmore Road Dorking Surrey RH4 1TL SECRETARY.	 Ten Five One

DATED this 30th day of July 1984

WITNESS to the above Signatures:

W. Way (Mr)
26 Warwood Park Road,
London SE27 9QA.

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

JARVIS INVESTMENT MANAGEMENT

LIMITED

1844601/4

1. Subject as hereinafter provided, the regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined in Section 119(2) of the Companies Act 1981) shall apply to the Company.
2. Regulations 3, 11, 24, 75 and 88 to 97 inclusive of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company 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 those shares or debentures being offered for sale to the public.
4. At the date of the adoption of these Articles the capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
5.
 - i) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14(10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
 - ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on 31 March 1989 unless renewed, varied or revoked by the Company in general meeting.
 - iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.



6.
 - i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the members is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the members to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.
 - ii) Subsections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to any allotment of shares in the Company.
7. Subject to the provisions of Part III of the Companies Act 1981 the Company may:
 - i) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders;
 - ii) purchase its own shares (including any redeemable shares);
 - iii) make a payment in respect of any such redemption or purchase of any of its own shares otherwise than out of distribution profits of the Company or the proceeds of a fresh issue of shares.
8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
9. The instrument of transfer of a fully paid share need not be executed 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 therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

11. The proviso to regulation 32 of Table A shall be omitted.
12. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.
13. A resolution in writing signed by the holders of the whole of the issue ordinary shares shall be as affective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution.
14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than six.
15. The proviso to regulation 79 of Table A shall be omitted.
16. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profit and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.
17. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A be modified accordingly.
18. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Directors from which he himself is absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed shall not be required to hold any share qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and vote thereat in place of and in the absence of his appointor.

An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor, so that a Director shall not be liable for the acts or defaults of an alternate Director appointed by him. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he is representing ceases for any reason to be a Director.

20. The office of a Director shall be vacated -

- a) If by notice in writing to the Company he resigns the office of Director.
- b) If he ceases to be a Director by virtue of Section 182 of the Act.
- c) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- d) If he becomes of unsound mind.
- e) If he is prohibited from being a Director of any order made under Section 188 of the Act.
- f) If he is removed from office by a resolution duly passed under Section 184 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	
<i>Andrew Grant</i> Andrew James Grant Taxation Consultant	1 The Drive Warwick Park
<i>Lionel Grant</i> Lionel George Grant Chartered Secretary	Tunbridge Wells Kent TN2 5ER
Jane Stephens Secretary <i>J Stephens</i>	Beech Corner, Ranmore Road, Dorking, Surrey. RH4 1TL

Dated this *30th* day of *July* 1984

WITNESS to the above Signatures:

RW Healy (Mrs)
26 Norwood Park Road,
London SE27 9UA.

THE COMPANIES ACTS 1948 TO 1976**Statement of first directors and
secretary and intended situation
of registered office**

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

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

Name of Company

Company number

1844601/5

* delete if
inappropriate

JARVIS INVESTMENT MANAGEMENT

Limited*

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

1 The Drive,

Warwick Park,

Tunbridge Wells,

Kent.

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

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresentor's name, address and
reference (if any):A J Grant Esq
1 The Drive,
Warwick Park,
Tunbridge Wells,
Kent.

For official use

General section

Post room



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

Please do not write in this binding margin



Important

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

Name (note 2)	Andrew James Grant	Business occupation	Taxation Consultant
Former name(s) (note 3)		Nationality	British
Address (note 4)	1 The Drive, Warwick Park, Tunbridge Wells, Kent	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
NONE			
I hereby consent to act as director of the company named on page 1			
Signature		Date 30.7.84	

Name (note 2)	Lionel George Grant	Business occupation	Company Secretary
Former name(s) (note 3)		Nationality	British
Address (note 4)	1 The Drive, Warwick Park, Tunbridge Wells, Kent.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
CSE (Ceylon) Ltd.			
CSE International Ltd.			
CSE (Malaysia) Ltd.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 30.7.84.	

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


Please do not
write in this
binding margin



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:

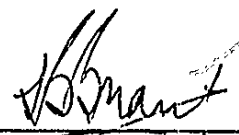
Name (notes 2 & 7)	
Miss Jane Stephens	
Former name(s) (note 3)	
Address (notes 4 & 7) Beech Corner, Ranmore Road,	
Dorking, Surrey.	
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 30.7.84


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

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

† delete if
appropriate

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

Signature  [Subscriber] ~~Agent~~† Date 30.7.84

Signature  [Subscriber] [Agent]† Date 30.7.84

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1844601

I hereby certify that

JARVIS INVESTMENT MANAGEMENT LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

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

30TH AUGUST 1984

A.K. Phillip
MRS. A.K. PHILLIP:
an authorised officer

THE COMPANIES ACTS 1948 TO 1981

A

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

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

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

To the Registrar of Companies

For official use Company number

007

1844601

Name of company

JARVIS INVESTMENT MANAGEMENT

Limited*

*delete if
inappropriate**Note**Please read
notes 1 to 5
overleaf before
completing this
form

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

Day Month

3 1 1 2

*delete as
appropriate

The ~~current~~ accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on ~~31.3.1985~~ 21/5/85.

Day Month Year

3 1 1 2 1 9 8 5

See note 4(c) and
complete if
appropriate

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

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

_____, company number _____

the accounting reference date of which is _____

Signed

L.G. Grant

(L.G. GRANT)

[Director] [Secretary]† Date

3 May 85.

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

L. G. GRANT
1 THE DRIVE
WARWICK PARK
TUNBRIDGE WELLS
KENT TN2 5ER.

For official use
General section

Post room

CLASSI DATE

- 1 JUL 1985

C D O



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

For official use

Company number

--	--	--	--

1844601

Name of company

* JARVIS INVESTMENT MANAGEMENT LIMITED
--

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 18th December 1989 the nominal capital of the company has been increased by £ 99,900 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:

All new shares pari passu with existing shares.

Please tick here if
continued overleaf

--

† delete as
appropriate

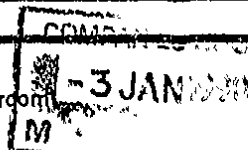
Signed

[Signature][Director] [Secretary] † Date 27/12/89Presentor's name address and
reference (if any):

Jarvis Investment Management Ltd
1 The Drive
Warwick Park
Tunbridge Wells
(0892.510515.)

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General Section

Post room



Company No 1844601

The Companies Act 1985

A Company Limited by Shares

RESOLUTIONS of

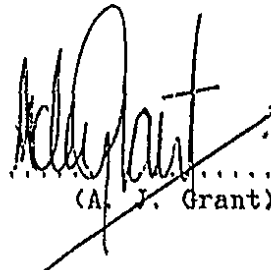
JARVIS INVESTMENT MANAGEMENT LIMITED

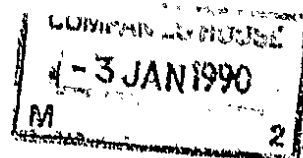
Passed on 18th December 1989

At an Extraordinary General Meeting of the Company held on 18th December 1989 at the registered office 1 The Drive, Warwick Park, Tunbridge Wells, Kent the following resolutions were duly passed.

As Ordinary Resolutions

1. That the authorised share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 ordinary shares of £1 each to rank pari passu in all respects with the existing share capital of the Company.
2. That the directors of the Company be generally and unconditionally authorised pursuant to Section 80(1) of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £99,900 for a period of five years from the date hereof and that Section 89(1) of the Companies Act 1985 is hereby disapplied from any such allotment.


.....Chairman
(A. J. Grant)



Company Number: 1844601

The Companies Act 1985

Private Company Limited by Shares

SPECIAL RESOLUTION

JARVIS INVESTMENT MANAGEMENT LIMITED

At an Extraordinary General Meeting of the abovenamed Company duly convened and held at 1 The Drive, Warwick Park, Tunbridge Wells, Kent, TN2 5ER, on the 24th January 1990 the following Special Resolutions were duly passed

RESOLUTIONS

1. That the existing Article 14 be replaced by the following:
 14. Unless and until otherwise determined by the Company in General Meeting the number of the Directors may be any number not exceeding six.
2. That a new regulation, Article 14A, be added as follows:
 - 14A The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, except when one Director only is in office, shall be two. When one Director only is in office he shall have, and may exercise, all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.


Chairman

