

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

412

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

For official use

Company number

1111

1871279

11

Name of Company

INTERCEDE 248 LIMITED

I, MARTIN CHARLES MENDELSSOHN

of Inveresk House,

1 Aldwych,

London WC2R OHF

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in
the formation

of * Intercede 248 Limited

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

Declared at 34 Stone Buildings
Lincoln's Inn
London WC2

Signature of Declarant

the 20th day of November

One thousand nine hundred and eighty-four

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

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

McKenna & Co.,
Inveresk House,
1 Aldwych,
London WC2R OHF
Ref: RSW

For official use

New companies section

Post room



27.11.84

The Companies Acts 1948 to 1981



Private Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

INTERCEDE 248 LIMITED ✓

1871279/3

1. The name of the Company is "INTERCEDE 248 LIMITED" ✓
2. The registered office of the Company will be situated in England. ✓
3. The objects for which the Company is established are
 - (1) To carry on all or any of the following businesses:
Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers, for or on behalf of any individual, company, firm or other body or as principals, in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters,

McKenzie

SP2



Drummond & Co
140133

merchandising agents, warehousemen, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.

- (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.
- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders,

carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.

- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.
- (8) To purchase, take on lease or licence or in exchange, or apply for or hire, or renew, or otherwise acquire and hold for any estate or interest, and to sell, let, licence or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.

- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.
- (13) 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 as may be thought expedient of securities of any description.
- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or

through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions. trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.

- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (18) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and the issue of the capital of the Company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs

and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.

- (21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.
- (22) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (23) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or useful object whatever.
- (24) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- (26) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where

otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, or the order in which such objects are stated, 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 and independent company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100, divided into 100 Ordinary 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

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R OHF

One

SOLICITOR

AGAMEMNON KANE
Inveresk House
1 Aldwych
London WC2R OHF

One

CHARTERED SECRETARY

Dated this 20th day of November 1984.

Witness to the above Signatures:

ROBIN STEIN WILKINSON
Inveresk House
1 Aldwych
London WC2R OHF

LAWYER

Private Company Limited By Shares

ARTICLES OF ASSOCIATION

of

INTERCEDE 248 LIMITED ✓

1. In these Articles -

"The Act" means the Companies Act 1948, as amended by the Companies Act 1967, the Companies Act 1976, the Companies Act 1980, and the Companies Act 1981 and any statutory instruments made thereunder.

"Part I" means Part I of Table A in the First Schedule to the Act. ✓

2. The regulations contained in Part I shall apply to the Company with the exceptions, modifications and additions hereinafter contained.

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures is prohibited.

4. The Company shall not have power to issue share warrants to bearer.

5. The capital of the Company is £100, divided into 100 Shares of £1 each.

6. The provisions of sub-sections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to the Company.

7. Subject to any direction to the contrary which may be given by the Company in General Meeting, the Directors have authority to allot, grant options over, or otherwise dispose of shares or rights to subscribe for, or to convert any

security into shares other than shares so allotted to such persons (including any Director) and on such terms as they think fit, provided that no share shall be issued at a discount. Such authority shall remain in force for a period of 5 years from the date of incorporation of the Company or as directed by the Company in General Meeting pursuant to Section 14 of the Companies Act 1980. The maximum amount of the relevant securities (as defined in Section 14(10) of the Companies Act 1980) that may be allotted by the Directors pursuant to this authority shall be the amount of the unissued nominal share capital of the Company for the time being

8. There shall be substituted for the first sentence of Regulation 11 of Part I, the words: "The Company shall have a first and paramount lien on every share for all monies (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 standing registered in the name of a single person for all monies 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 provision of this regulation.

9. In regulation 15 of Part I the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

10. Regulation 22 of Part I shall not apply to the Company. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

11. Regulation 24 of Part I shall not apply to this company. 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.

12. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

- (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or its shareholder;
- (b) purchase its own shares (including any redeemable shares);
- (c) make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

13. Regulation 54 of Part I shall not apply to the Company. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the Directors may determine, and if at the said meeting a quorum is not present within half an hour from the time appointed for the Meeting, the members present shall be a quorum.

14. Regulation 75 of Part I shall not apply to the Company. Unless and until otherwise determined by Ordinary Resolution of the Company, the number of Directors shall not be less than two and the maximum number of Directors shall not be limited.

15. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by any director thereof or by any person so authorised by resolution of the Directors or of other governing body thereof. Any

such appointment or removal shall take effect when the notice affecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company subject to the provisions of Section 47 of the Companies Act 1980.

16. There shall be substituted for the second sentence of regulation 76 of Part I the words: "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any Director who, at the request of the Board, performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

17. Regulation 77 of Part I shall not apply to the Company. A shareholding qualification shall not be required of a director, but he shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting, notwithstanding any provision in these Articles to the contrary.

18. The proviso to regulation 79 of Part I (limiting the power to borrow money) shall not apply to the Company.

19. Subject to such disclosure as is required by Section 199 of the Act and Section 60 of the Companies Act 1980 a Director may vote as a Director in regard to any contract, matter or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same and, if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such

contract, matter or arrangement is under consideration; and paragraphs (2) and (4) of regulation 84 of Part I shall not apply to the Company.

20. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from regulation 86 of Part I.

21. Any Director may at any time appoint any person (or more than one, jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Directors, and, in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered office of the Company or to the Secretary or is produced at a Meeting of the Directors.

22. Regulation 88 of Part I shall not (save as hereinafter repeated) apply to the Company. Subject always to any claim arising under any contract between him and the Company and to the provisions of Section 47 of the Companies Act 1980, the office of Director shall be vacated

(A) if he resigns his office by notice in writing to the Company; or

- (B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (D) if he becomes of unsound mind; or
- (E) if he is otherwise duly removed from office.

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

23. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 inclusive of Part I and the last sentences of regulations 95 and 97 of Part I shall not apply to the Company.

24. The last sentence of Regulation 98 of Part I shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given addresses or be resident outside the United Kingdom.

25. The words "and payment thereof shall be a sufficient discharge to the Company in respect of the dividend, interest or other monies represented thereby" shall be added to the second sentence of regulation 121 of Part I.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R 0HF

SOLICITOR

✓ *R. J. Windmill*

AGAMEMNON KANE
Inveresk House
1 Aldwych
London WC2R 0HF

CHARTERED SECRETARY

Agamemnon Kane

Dated this 20th day of November, 1984

Witness to the above Signatures :

ROBIN STEIN WILKINSON
Inveresk House
1 Aldwych
London WC2R 0HF

LAWYER

Robt S. Wilkinson

0
/
1
2
/
8
4

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

To the Registrar of Companies

For official use

Name of Company

INTERCEDE 248

Limited*

* delete if
inappropriate

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

INVERESK HOUSE

1 ALDWYCH

LONDON WC2R 0HF

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

MCKENNA & CO.,

INVERESK HOUSE,

1 ALDWYCH, LONDON WC2R 0HF

Number of continuation sheets attached (see note 1)

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

McKenna & Co.,
Inveresk House,
1 Aldwych,
London WC2R 0HF

Ref: RSW

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)	ROBERT JOHN WINDMILL	Business occupation	SOLICITOR
Previous name(s) (note 3)	(NONE)	Nationality	BRITISH
Address (note 4)	INVERESK HOUSE	Date of birth (where applicable) (note 6)	N/A
	1 ALDWYCH		
	LONDON WC2R OHF		
Other directorships † (see attached list)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 20/11/84	


Name (note 3)	AGAMEMNON KANE	Business occupation	CHARTERED SECRETARY
Previous name(s) (note 3)	(NONE)	Nationality	BRITISH
Address (note 4)	INVERESK HOUSE	Date of birth (where applicable) (note 6)	N/A
	1 ALDWYCH		
	LONDON WC2R OHF		
Other directorships † (see attached list)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 20/11/84	

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) INVERESK SECRETARIES LIMITED	
Previous name(s) (note 3) (NONE)	
Address (notes 4 & 7)	INVERESK HOUSE
	1 ALDWYCH
	LONDON WC2R 0HF
I hereby consent to act as secretary of the company named on page 1 For and on behalf of Inveresk Secretaries Limited	
Signature 	Date 20/11/84

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

delete as
appropriate

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

Signature  [Subscriber] [Agent]† Date 20/11/84

Signature [Subscriber] [Agent]† Date

LIST OF DIRECTORSHIPS

R.J. WINDMILL

National Heritage Limited
Coluquon Lowson & Company Limited
Scottish Trust Managers Limited
Gresham Street Nominees Limited
Watford Electric Company Limited
Harvey Hubbell Limited
Grelco Limited
Grelco Realisations Limited
Croft Hill Investments Limited
Oberman (Watford) Limited
Chattem (U.K.) Limited
LaBour Pump Company Limited
A.G. (U.K.) Inc.
Linhay Meats Limited

LIST OF DIRECTORSHIPS

A. KANE --

Electronics & Energy Technology Limited

National Heritage Limited

Inveresk Secretaries Limited

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1871279

I hereby certify that

INTERCEDE 248 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

12TH DECEMBER 1984

A handwritten signature in dark ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSER
an authorised officer

No. of Company: 1871279/7

THE COMPANIES ACTS 1948 to 1983
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

OF

INTERCEDE 248 LIMITED

Passed on the 22nd day of March 1985

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 22nd day of March 1985 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

That the name of the Company be changed to "SCHOFIELD CENTRE LIMITED"



CHAIRMAN

Presented by:

McKenna & Co.,
Inveresk House,
1 Aldwych,
LONDON WC2R 0HF.



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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1871279

8

I hereby certify that

INTERCEDE 248 LIMITED

having by special resolution changed its name, is now

incorporated under the name of

SCHOFIELD CENTRE LIMITED

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

3RD APRIL 1985

C. R. Williams

MRS. C. R. WILLIAMS

an authorised officer

A

THE COMPANIES ACTS 1948 TO 1976

Notice of accounting reference date

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

2

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

110

1871279

Name of company

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

Intercede 248

Limited*

*delete if
inappropriate

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

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

Please mark X in the box below if a public company

Day	Month
3	1 1 2

31 March

Day Month

3	1	0	3
---	---	---	---

5 April

Day Month

0	5	0	4
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

Signed

[Signature]

[Director][Secretary]

Date 22nd March 1985

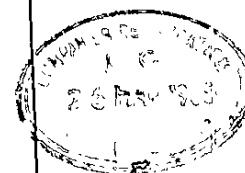
Presenter's name, address and
reference (if any):

McKenna & Co.,
Inveresk House,
1 Aldwych,
London WC2R OHF

Ref: PNS

For official use
General section

Post room



A

THE COMPANIES ACTS 1948 TO 1976

Notice of accounting reference date

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

2

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

110

1871279

Name of company

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

Intercede 248

Limited*

*delete if
inappropriate

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

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

Please mark X in the box below if a public company

Day	Month
3	1 1 2

31 March

Day Month

3	1	0	3
---	---	---	---

5 April

Day Month

0	5	0	4
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

Signed

[Signature]

[Director][Secretary]

Date 22nd March 1985

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

McKenna & Co.,
Inveresk House,
1 Aldwych,
London WC2R 0HF

Ref: PNS

For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1976

Notice of consolidation, division, conversion, sub-division, redemption or cancellation of shares, or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act 1948
as amended by the Companies Act 1976

28

Please do not
write in this
binding margin



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

Delete if
inappropriate

To the Registrar of Companies

For official use

Company number

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1871279

Name of company

INTERCEDE 248

Limited*

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that: by a special resolution passed on the 22nd day of March 1985 the company's share capital was altered by converting the subscriber's share numbered 1 and 49 of the existing unissued Ordinary Shares of £1 each of the company into 50 "A" Shares of £1 each and by converting the subscriber's share numbered 2 and 49 of the existing unissued Ordinary Shares of £1 each of the company into 50 "B" Shares of £1 each.

†Delete as
appropriate

Signed

[Director] [Secretary]† Date 22nd March 1985

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

McKenna & Co.,
Inveresk House,
1 Aldwych,
London WC2R 0HF.

For official use

General section

Post room



No: 1871279 / 12

THE COMPANIES ACTS 1948 to 1983
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

OF
INTERCEDE 248 LIMITED

Passed on the 22nd day of March 1985

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Inveresk House, 1 Aldwych, London WC2R OHF, on 22nd March 1985, the following Resolutions were duly passed as Special Resolutions, namely:-

RESOLUTIONS

1. That the provisions of Clause 3 of the Company's Memorandum of Association be amended:-
 - (a) by adopting as a new paragraph (1)(a) the paragraph set out in the print marked "A" now produced to this Meeting and for the purposes of identification signed by the Chairman hereof; and
 - (b) by re-numbering the existing paragraph (1) as paragraph (1)(b).
2. That the subscriber's share numbered 1 and 49 of the existing unissued Ordinary Shares of £1 each of the Company be converted into 50 "A" Shares of £1 each and the subscriber's share numbered 2 and 49 of the existing unissued Ordinary Shares of £1 each of the Company be converted into 50 "B" Shares of £1 each such "A" and "B" Shares respectively carrying the rights attributed thereto in the Articles of Association of the Company.
3. That the Regulations contained in the printed document submitted to this Meeting marked "B" and for the purpose of identification signed by the Chairman hereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

RECORDED

24 APR 1985

Chairman
CHAIRMAN



No. 1871279

The Companies Acts 1948 to 1981

Private Company Limited By Shares

MEMORANDUM

and

NEW

ARTICLES OF ASSOCIATION
(adopted on 22nd March 1985)

of

SCHOFIELD CENTRE LIMITED
(A Private Company adopting Part I of Table A with modifications)

Incorporated the 12th day of December 1984



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 1871279

I HEREBY CERTIFY that INTERCEDE 248 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 12th December 1984.

D.C.H. Busher

an authorised officer.

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1871279

I hereby certify that INTERCEDE 248 LIMITED having by special resolution changed its name, is now incorporated under the name of SCHOFIELD CENTRE LIMITED.

Given under by hand at the Companies Registration Office, Cardiff the 3rd April 1985.

Mrs. C.R. Williams
an authorised officer.

Private Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

SCHOFIELD CENTRE LIMITED

1. The name of the Company is "SCHOFIELD CENTRE LIMITED"*
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are
 - (1) (a) (i) To develop, build, erect, construct, alter, renew, repair, maintain and renovate shops, offices, commercial premises, houses, flats or buildings of every description on any land whether or not owned or occupied by the Company, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences and to pull down, alter, improve, rebuild or enlarge existing shops, offices, commercial premises, houses, flats or buildings thereon; and generally to deal with and improve property, or to join with others in doing so;

* On 3rd April 1985 the Company's name was changed from Intercede 248 Limited.

- (ii) To acquire or purchase for development, construction, investment and to deal in land and other property of any tenure and any interest therein and to create, sell and deal in freehold and leasehold ground rents;
- (iii) To carry on the business of property owners, houses and estate agents, land agents, surveyors, auctioneers, valuers, brokers, insurance agents, mortgage brokers, bailiffs, builders, building contractors;
- (iv) To purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, or any other real or personal property or any right, privilege, option, estate or interest and to sell, lease, improve, manage, develop, mortgage, dispose of, or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit;
- (v) To undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the Company or not, in the capacity of stewards or receivers or otherwise;
- (vi) To purchase and sell for any persons freehold or other houses property or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.

- (b) To carry on all or any of the following businesses: Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers, for or on behalf of any individual, company, firm or other body or as principals, in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousers, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.
- (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

- (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.
- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above,

or may seem to the Company calculated directly or indirectly to benefit the Company. .

- (8) To purchase, take on lease or licence or in exchange, or apply for or hire, or renew, or otherwise acquire and hold for any estate or interest, and to sell, let, licence or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such

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methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.

- (13) 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 as may be thought expedient of securities of any description.
- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.
- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other

securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other ~~purpose~~ which may seem directly or indirectly calculated to benefit the Company.

(17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).

(18) To procure the Company to be registered or recognised in any country or place in any part of the world.

(19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.

(20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and the issue of the capital of the Company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.

(21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.

(22) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.

- (23) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or useful object whatever.
- (24) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- (26) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, or the order in which such objects are stated, 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 and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.*

*Note By a special resolution passed on 22nd March, 1985 the Company's shares were converted into 50 "A" Shares of £1 each and 50 "B" 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

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R OHF

One

SOLICITOR

AGAMEMNON KANE
Inveresk House
1 Aldwych
London WC2R OHF

One

CHARTERED SECRETARY

Dated this day of 198 .

Witness to the above Signatures:

ROBIN STEIN WILKINSON
Inveresk House
1 Aldwych
London WC2R OHF

LAWYER

No. 1871279

The Companies Acts 1948 to 1983

Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION

of

SCHOFIELD CENTRE LIMITED

(Adopted by Special Resolution passed on 22nd March 1985)

PRELIMINARY

1. In these Articles and in Table A:-
"The Act" means the Companies Act 1948, as amended by the other Acts which, together therewith, may by reason of section 119(2) Companies Act 1981 and section 7(2) Companies Act 1983 be cited together as the Companies Acts 1948 to 1983.
"Table A" means Table A in the First Schedule to the Act.
"the Statutes" means the Companies Acts 1948 to 1983 (and any statutory amendment or replacement thereof) and every other Act for the time being in force concerning companies and affecting the Company.
2. The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. In the event of any ambiguity or inconsistency between such regulations and these Articles, the provisions of these Articles shall prevail.
3. Regulations 2,20,22,24,44,54,60,75,79,88 to 97 inclusive and 99 of Table A shall not apply to the Company

SHARE CAPITAL

4. (1) The capital of the Company (at the date of adoption of these Articles) is £100, divided into 50 'A' Shares of £1 each and 50 'B' Shares of £1 each.

(2) 'A' Shares and 'B' Shares shall constitute different classes of shares for the purposes of Regulation 4 of Table A but shall save as in these Articles expressly provided confer upon the holders thereof the same rights and rank pari passu in all respects.

5. Subject to any direction to the contrary which may be given by the Company in General Meeting, the Directors have general and unconditional authority to allot shares on such terms as they think fit provided that no share shall be issued at a discount. Such authority shall remain in force for a period of five years from the date of the adoption of these Articles or as directed by the Company in general meeting. The maximum amount of relevant securities (as defined in Section 14(10) of the Companies Act 1980) that may be allotted by the Directors pursuant to this authority shall be the amount of the unissued share capital of the Company at the date of the adoption of these Articles. The Directors may allot equity securities (as defined in Section 17(11) of the Companies Act 1980) pursuant to the foregoing authority as if Section 17(1) of the Companies Act 1980 did not apply to the allotment.

6. Save as provided in Article 5, the Directors shall have no power to issue unissued Shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.

7. Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.

8. Subject to the provisions of the Statutes the Company may purchase any of its own shares.

9. Subject to the provisions of the Statutes, the Company may make a payment in respect of any redemption or purchase pursuant to Article 7 or (as the case may be) Article 8 of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

10. In regulation 11 of Table A the words "(other than fully paid shares)" shall be omitted.

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

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

TRANSFER OF SHARES

13. The instrument for transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof: provided that in the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.

14. No share of any class shall be transferable except as follows:-

- (1) to a member holding Shares of the same class; or
- (2) to any body corporate or person with the prior consent in writing (delivered to the Company) of all the other members of the Company.

15. The Directors may decline to register a transfer permitted under Article 14 if it is a transfer of a partly-paid Share and shall decline to register any transfer not so permitted.

16. An instrument of transfer of fully paid Shares need not be signed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

17. The Company shall not charge transfer or registration fees. The reference to a fee in regulation 25 of Table A shall be disregarded.

GENERAL MEETINGS

18. The powers of consolidation, division, sub-division and cancellation of the share capital of the Company conferred by Regulation 45 of Table A shall be exercised by Special Resolution.

19. No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Two members present in person or by proxy (or, in the case of a member being a Corporation by representative) shall be a quorum for all purposes, provided that so long as the issued share capital of the Company includes 'A' and 'B' Shares, one such member shall be the holder of an 'A' Share and the other the holder of a 'B' Share. Where all the holders of any such class have waived in writing the quorum requirements as concerns that class then such waiver shall be effective for the meeting or particular business specified in the waiver or otherwise as specified in the waiver. Regulation 53 of Table A shall be modified accordingly. A corporation being a member shall be deemed to be personally present if represented in accordance with the provisions of regulation 74 of Table A.

20. (1) If within half an hour from the time appointed for any general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week but one (or if that day be a holiday to the next working day thereafter) and at the same time and place or to such other date time and place (not being more than 30 days nor less than 10 days after the date appointed for the adjourned meeting unless so agreed by the holders of not less than nine tenths in nominal value of the shares

entitled to vote at the meeting) as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

- (2) Where a meeting is adjourned under paragraph (1) of this Article for 10 days or more not less than 7 days notice of the adjourned meeting shall be given as in the case of an original meeting.

21. On a show of hands every member present in person who is the holder of an 'A' Share and or a 'B' Share shall have one vote and on a poll every member shall have one vote in respect of every 'A' Share of which he is the holder and one vote in respect of every 'B' Share of which he is the holder provided that:-

- (1) No 'A' Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of a 'B' Director (as defined in Article 23);
- (2) No 'B' Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of an 'A' Director (as defined in Article 23);
- (3) If at any meeting any holder of any 'A' Shares is not present in person or by proxy the votes exercisable on a poll in respect of the 'A' Shares held by members present in person or by proxy shall be pro tanto increased so that such 'A' Shares shall together entitle such Members to the same aggregate number of votes as could be cast in respect of all the 'A' Shares if all the holders thereof were present; and
- (4) If at any meeting any holder of any 'B' Shares is not present in person or by proxy the votes exercisable on a poll in respect of the 'B' Shares held by Members present in person or by proxy shall be pro tanto increased so that such 'B' Shares shall together entitle such Members to the same

aggregate number of votes as could be cast in respect of all the 'B' Shares if all the holders thereof were present.

DIRECTORS

22. The Directors shall, unless otherwise determined by a Special Resolution of the Company, be not more than six in number.

23. (1) The holders of a majority of the 'A' Shares may from time to time appoint any person to be a Director but so that not more than three persons shall at any one time hold office by virtue of an appointment by the holders of the 'A' Shares under this Article. Each person holding office pursuant to this Article is herein called an 'A' Director.

(2) Each 'A' Director shall hold office subject to Article 30 hereof and may at any time be removed from office by the holders of a majority of the 'A' Shares.

(3) The holders of a majority of the 'B' Shares may from time to time appoint any person to be a Director but so that not more than two persons shall at any one time hold office by virtue of an appointment by the holders of the 'B' Shares under this Article. Each person holding office pursuant to this Article is herein called a 'B' Director.

(4) Each 'B' Director shall hold office subject to Article 30 hereof and may at any time be removed from office by the holders of a majority of the 'B' Shares.

(5) Any such appointment or removal shall be made in writing under the hands of the holders for the time being of the shares in whom the power of appointment or removal is vested, or their duly authorised agents and shall take effect on and from the date on which notice in writing thereof is lodged at the registered office for the time being of the Company or delivered to the Secretary or to a meeting of the Directors.

24. There shall be substituted for the second sentence of regulation 76 of Table A the words "unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he had held office. Any Director who by request performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

25. A Director (including an alternate director) shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

BORROWING POWERS

26. The Directors may exercise all the powers of the Company to borrow money, whether or not in excess of the nominal amount of the share capital of the Company for the time being, and to mortgage or charge its undertaking, assets and property (present and future) and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

27. Subject to the provisions of the Statutes, a Director (including any alternate Director) may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment

to any office or place of profit under the Company and the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply to the Company.

28. The words "and every director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from regulation 86 of Table A.

ALTERNATE DIRECTORS

29. Any Director may at any time appoint any person (or more than one jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents, be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Directors and, in the absence of the Director whom he represents, to attend such meeting as a Director. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his one, if himself a Director. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors.

DISQUALIFICATION OF DIRECTORS

30. Subject always to any claim arising under any contract between him and the Company, the office of Director shall be vacated:

- (A) if he resigns his office by notice in writing to the Company; or
- (B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) if he becomes prohibited from being a director by reason of any order made under Section 188 of the Act; or
- (D) if he becomes of unsound mind; or
- (E) if he is otherwise duly removed from office.

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

RESOLUTIONS

31. Any resolution in writing pursuant to Regulation 106 of Table A may consist of one or more documents in like form or one resolution approved in writing by those concerned. In Table A and in these Articles writing shall be deemed to include telex, telegram, cable and other methods of reproducing or communicating writing in visible form.

PROCEEDINGS OF DIRECTORS

32. The Directors may subject to these Articles meet together for the despatch of business, and adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business at any meeting of the Directors or of any committee shall comprise one 'A' Director and one 'B' Director. If within half an hour from the time appointed for any meeting of the Director or any committee thereof a quorum is not present the meeting shall stand adjourned to the same day in the next week (or if that day be a holiday to the next working day thereafter) and at the same time and place or to such other date time and place as a majority in number of the Directors may agree and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting any two Directors present shall be a quorum.

33. Questions arising at any meeting of the Directors or of any committee shall be decided by a majority of votes of the Directors present and the Chairman shall have no second or casting vote and Articles 93 and 104 of Table A shall be modified accordingly. Provided that:

- (1) if at any Directors' meeting any 'A' Director is not present in person or represented by an alternate Director the votes of the 'A' Director or 'A' Directors present in person or represented by an alternate Director shall be pro tanto increased so that such 'A' Director or 'A' Directors shall be entitled to cast the same aggregate number of votes as could be cast by the 'A' Directors if they were all present;
- (2) if at any Directors' meeting any 'B' Director is not present in person or represented by an alternate Director the votes of the 'B' Director or 'B' Directors present in person or represented by an alternate Director shall be pro tanto increased so that such 'B' Director or 'B' Directors shall be entitled to cast the same aggregate number of votes as could be cast by the 'B' Directors if they were all present.

34. The words "of increasing the number of Directors to that number, or" shall be omitted from regulation 100 of Table A.

35. The last sentence of Regulation 98 of Table A shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given addresses or be resident outside the United Kingdom.

DIVIDENDS AND RESERVE

36. (1) The Company in general meeting may declare dividends in respect of either or both of the classes of 'A' Shares and 'B' Shares without regard to any dividend declared or paid in respect of the other of these classes

of shares, but no dividend shall exceed the amount recommended by the Directors.

- (2) The Directors may from time to time pay such interim dividends as appear to them to be justified by the profits of the Company to either or both of the classes of 'A' Shareholders and 'B' Shareholders Shareholders without regard to any dividend declared or paid to the other of these classes of shareholders provided always that in the case of any dividend paid in accordance with this Article other than to both of the classes of 'A' Shares and 'B' Shares the Members shall be entitled to authorise and direct the Directors and the Directors shall be required, at the request at any time thereafter of the holder or holders of any class of the shares which shall not have been entitled to receive such dividend, to obtain and pay to such holder or holders a dividend of an amount per share equal to the dividend per share previously declared and paid in respect of the other class of shares.

37. The words "and payment thereof shall be a sufficient discharge to the Company in respect of the dividend, interest or other monies represented thereby" shall be added to the second sentence of Regulation 121 of Table A.

CAPITALISATION OF PROFITS

38. The words "the Company may at any time, and from time to time, by Special Resolution" shall be substituted for the words "the Company in general meeting may" in Regulation 128 of Table A. Provided that on any occasion when shares are allotted and distributed credited as fully paid pursuant to the provisions of Regulation 128 of Table A as amended by this Article the shares allotted to holders of 'A' Shares shall forthwith on allotment automatically stand converted into 'A' Shares and the Shares allotted to holders of 'B' Shares shall forthwith on allotment automatically stand converted into 'B' Shares.

NOTICES

39. The words "in the case of a notice of a meeting" and the words "and in any other case at the time at which the letter would be delivered in the ordinary course of post" shall be omitted from Regulation 131 of Table A. Notice of every General Meeting shall be given to every Member (being a corporation) at his registered address, whether or not such address is within the United Kingdom and Regulations 131 and 134 of Table A shall be modified accordingly and the words "within the United Kingdom" appearing in Regulation 133 of Table A shall be deleted. Where notice to Members outside the United Kingdom is sent by post it shall be sent by pre-paid air mail post and if so sent deemed notwithstanding Regulation 131 as amended to be effected at the expiration of seventy-two hours after the letter containing the same is posted.

INDEMNITY

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