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THE COMPANIES ACTS 1948 TO 1981

Form No 41a

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

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

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For official use

Company number

[] [] [] []

1879025

Name of company

ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
IN GREATER LONDON AND THE HOME COUNTIES

I, HANS JOSEPH HARTWIG

of 4 DINGWALL ROAD, CROYDON, CR9 3RG

use indicate
that you are
Director of
Supreme
Court (or in
England's
Court)
aged in the
urban of the
pany, or
person named
Director or
Secretary of
pany in the
present
under
on 21 of the
panies Act
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do solemnly and sincerely declare that I am A SOLICITOR OF THE SUPREME COURT OF ENGLAND AND WALES ENGAGED IN THE FORMATION OF THIS COMPANY

and that, if 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 15 Merton St
LONDON SW1

Signature of Declarant

the 14th day of September

One thousand nine hundred and eighty four

before me Henry A. Ikin Solicitor

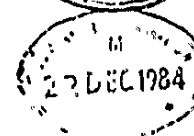
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths



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

WILLIAM REGISTARS LTD
4 DINGWALL ROAD
CROYDON
CR9 3RG
Ref. HS 3728

For official use
New companies section



20/10/84

21-9-84 - 11



THE COMPANIES ACT, 1985 to 1983.
A LIMITED COMPANY HAVING A SHARE CAPITAL.

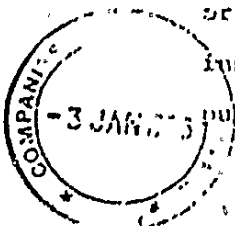
MEMORANDUM OF ASSOCIATION OF
ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
in Greater London and the Home Counties

1. The name of the Company is Associated Solicitors and Notary Conveyancers in Greater London and the Home Counties

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

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

- (1) The provision of professional services for English Solicitors of the Supreme Court and Notaries Public and (in accordance with the professional rules of the respective professions from time to time in force) lawyers from other jurisdictions; of such legal and ancillary services to lay persons as may from time to time be lawfully undertaken by a duly incorporated, and in particular, subject to the applicable laws, rules, regulations and professional practices, the services of conveyancing, testamentary and trust administration, trusteeship, company formation and company management, secretarial and administrative services; insurance agency; financing; legal research, publication and scholarship; legal education;



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- (2) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property;

to purchase or otherwise acquire any property of any nature and any rights or privileges, in any part of the world, which the Company may think necessary or convenient for the purposes of its business, or which may enhance the value of any other property of the Company;

- (4) to apply for, purchase or otherwise acquire, and to protect and renew in any part of the world, any patents, brevets d'invention, licences, concessions and the like, or any secret or other information concerning any invention or process, or any copyrights or other intellectual property rights whatsoever which may seem to it 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 turn to account the property, rights or information so acquired, and to experiment upon, test and improve such property and rights:

- (5) to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (6) to amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company;

- (7) to improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any of the property and rights of the Company, and in particular to build, construct, alter and maintain any buildings or other work necessary or convenient for the purposes of the Company;
- (8) to vest any property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company;
- (9) to take, purchase or otherwise acquire, and hold, shares or other securities of any other company having similar objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (10) to invest and deal in any manner with the moneys of the Company not immediately required;

- (11) to lend and advance money or give credit to such persons or companies or other entities on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities;
- (12) to receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the replacement of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company, both present and future, including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be;

- (13) to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (14) to enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, or any person or company, that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may consider it desirable to obtain, and to carry out, exercise and comply therewith;
- (15) to act as agents or brokers and as trustees for any person or company and to undertake and perform subcontracts;

- (16) to pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise;
- (17) to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
- (18) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of

any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such company as aforesaid, and the spouses, former spouses, families and dependents of such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid;

- (19) To make money, property or privileges available, whether by gift, guarantee, subscription or otherwise, for any charitable, benevolent, public, general or useful object, or for any exhibition, and to support any such object;

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- (20) to establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company;
- (21) to sell or otherwise dispose of the property, assets or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company;
- (22) to distribute among the members of the Company in specie any of the property of the Company;

- (22) to procure the Company to be registered or recognised in any part of the world;
- (24) to purchase or otherwise acquire, on such terms and in such manner as the regulations of the Company from time to time lawfully provide, any shares in the Company's capital;
- (25) to do all or any of the things or matters aforesaid as principals, agents, contractors or otherwise, and whether alone or in conjunction with others;
- (26) to do all or any of the things or matters aforesaid with or for the benefit of any company which is an immediate or ultimate subsidiary or holding company of the group of companies (if any) of which the Company may from time to time be part;
- (27) to do all or any of the things or matters aforesaid in any part of the world; and references herein to a company may include any entity having under the laws of its place of establishment the attributes of separate legal personality; and words used herein

being terms in English law shall be interpreted to include concepts having the same substantive effect in the law applicable to the place where such acts or things are done or property situated;

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

The objects stated in each subclause of this Clause shall so far as possible be construed as independent objects of the Company; they shall be given the widest interpretation and shall not be restrictively construed, or limited or restricted by reference to or inference from by the name of the Company nor, except where the context requires, the terms of any other subclause.

2. The share capital of the Company is £ 1,000, divided into 1,000 shares of £ 1 each.

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M & A. - M13 -

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

Hartley Trustees 15 Whitton Street London SW1X 9HE by H J Hartley, Director 119 Hartley 15 Whitton Street London SW1X 9HE Director	Share One
---	--------------

Dated the 14th day of September 1984

Witness:

Krista Elliott,
4 Dimpwall Road,
Croydon. CR9 3RA.
Attended Clerk

Index to Clause J (not forming part of the memorandum).
(This index may be used to identify the subclauses, but not to interpret or limit their meaning).

- (1) To carry on specific business.
- (2) To carry on other businesses.
- (3) To acquire property.
- (4) To obtain intellectual property rights.
- (5) To acquire other businesses.
- (6) To amalgamate.
- (7) To improve and manage property.
- (8) To vest property in trustees.
- (9) To take shares in other companies.
- (10) To invest.
- (11) To lend money, and to give guarantees.
- (12) To borrow money.
- (13) To accept and discount bills.
- (14) To enter into arrangements.
- (15) To act as agents.
- (16) To remunerate in cash or shares.
- (17) To pay formation expenses.
- (18) To pay pensions.
- (19) To support charities.
- (20) To promote other companies.
- (21) To dispose of the Company's undertaking.
- (22) To distribute assets in specie.
- (23) To obtain overseas registration.
- (24) To buy own shares.
- (25) To act as agents, or jointly.
- (26) To benefit the Group.
- (27) To act in any part of the world.
- (28) To do anything incidental to the above objects.

Number of Company:

ASSOCIATED SOLICITORS AND NOT. 'Y' CONVEYANCERS
in Greater London and the Home Counties

MEMORANDUM OF INCORPORATION

Hartwig Trustees
15 William Town
London SW1X 9HF

1879025/3

THE COMPANIES ACTS, 1940 to 1983.
Unincorporated company having a share capital.
~~Company limited by shares~~

ARTICLES OF ASSOCIATION of
ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
in Greater London and the Home Counties

1. (1) Subject as hereinafter or by statute provided, the Regulations contained in Table A in the First Schedule to the Companies Act, 1940, as amended at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.
- (2) References in these Articles to any numbered Regulation (as for example in the expression "Regulation 1") shall apply in each case to the Regulation so numbered in Table A.

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2. (1) Regulation 1 (interpretation) shall apply to these Articles in the same manner as it applies to the provisions of Table A.

(2) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Acts, 1948 to 1983.

3. (1) Regulation 11 (lien) shall apply to all shares, including fully paid shares; no fee shall be charged pursuant to Regulations 2, 2, 25 or 26 for the issue of share certificates or registration of instruments.

(2) The following provisions shall not apply:

(a) In relation to fully paid shares, the words "and transferee" in Regulation 22 (form of transfer);

(b) Regulation 24 (registration of transfers);

- (c) Regulations 30 and 31, and the proviso to Regulation 32 (transmission of shares);
- (d) Regulation 75 (the number of directors and the names of the first directors);
- (e) the proviso to Regulation 79 (limitation of borrowing powers);
- (f) Regulation 84(2), and so much of Regulation 84(4) as follows the words "such appointment or arrangement" (contracts or arrangements in which directors are personally interested);
- (g) So much of Regulation 85 as follows the words "the company" (director vacating office);
- (h) Regulations 89 to 92 inclusive, and so much of Regulation 94 as follows the word "directors" (rotation of directors);

- (i) Regulation 106 (resolutions signed by all the directors); and
- (j) the exception to Regulation 134(a) (notices to members abroad).

4. The initial number of members with which the Company proposes to be registered is two, but the directors may from time to time register an increase of members. The share capital of the Company is £ 1,000 divided into 1,000 shares of £ 1 each.

- 5. (1) The Company may by special resolution:
 - (a) increase the capital by such sum to be divided into shares of such amount as the resolution may prescribe; Section 17 (1) of the Companies Act, 1979, shall have no application to any allotment;
 - (b) consolidate its shares into shares of a larger amount than its existing shares;
 - (c) sub-divide its shares into shares of a smaller amount than its existing shares;
 - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - (e) reduce its share capital in any way.

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(2) Provided that in the case of relevant securities (as defined by Section 14(10) of the Companies Act, 1920,) the authority conferred on directors by Article 5(1) hereof

(a) may at any time be revoked or varied by an ordinary resolution of the Company; and

(b) unless previously revoked or renewed by the Company shall expire on the date on which five years shall have expired from the date of incorporation of the Company or, if later, the date of adoption of these Articles.

(3) Subject as aforesaid, all the relevant securities of the Company from time to time may be allotted by the directors.

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- 6.
- (1) The first directors shall be the persons named (and consenting to act as such) in the Company's Statement of First Directors (Form G1) the Act.
 - (2) Unless the Company by ordinary resolution otherwise determines, the minimum number of directors shall be one, and there shall be no maximum number of directors. When the Company has a sole director, references herein to directors shall mean the sole director and Regulation 92 (quorum) shall not apply.
 - (2) A director may be of any age in excess of 17 years.

7. Subject to the provisions of section 130 of the Act and of Regulation 34(1) (Disclosure), a director may contract with and participate in the profits of any contract or arrangement with the Company as if he was not a director. A director shall also be capable of voting in respect of any such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his own appointment to any office or place of profit under the Company, or of the arrangement of the terms thereof, and may be counted in the quorum of any meeting at which any such matter is considered.

C. (1) Subject to the provisions of the Act, a resolution in writing

(a) agreed to by all the members of the Company; or

(b) which, or a copy of which, has been signed by all the members for the time being entitled to receive notice of and to attend at General Meetings (or, being corporations, by their duly authorised representatives),

shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held.

(2) A resolution in writing

(a) agreed to by all the directors; or

(b) which, or a copy of which, has been signed by all the directors for the time being entitled to receive notice of a meeting of the directors,

shall be as valid and effective as if it had been duly passed at a meeting of the directors duly convened and held.

- (2) Persons dealing with the Company shall be entitled to rely on the certificate of any two directors or of a director and the Secretary that in relation to any resolution in writing there specified either or both of the conditions set out in paragraph (a) or (b) of the respective preceding clause of this Article has or have been duly satisfied.

2. (1) Any director may appoint, in writing, another person to be his alternate to act in his place. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote thereat as a director when the person appointing him is not personally present at a meeting or at any part of a meeting, and to agree and sign any written resolution (as provided by the preceding article) on behalf of the director by whom he is appointed. A director may at any time in writing revoke the appointment of an alternate appointed by him.

- (2) A person appointed to be the alternate of the chairman shall be the chairman of any meeting or part of a meeting attended by the alternate in the place of the director.
- (3) Notice in writing of any such appointment or revocation as aforesaid shall be given to the Company.
- (4) An alternate appointed under this Article shall not as such be deemed to be a director or other officer of the Company, but shall be regarded as acting in the place and on behalf of the director who appointed him; but Regulation 130 (indemnity) shall, so far as appropriate, apply to any alternate appointed under this Article, in his capacity as such.

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Names, addresses and descriptions of the subscribers

Hasting Trustee

15 William Street

London E14 7NR

by H J Hasting Clerk /

H J Hasting

15 William Street

London E14 7NR

Clerk /

Dated the 16th day of September 1984 ✓

Witness:

David Elletts

4 Dimpwall Road

Croydon CR9 3RA

Attched Clerk ✓

1900-1901

ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
in Greater London and the Home Counties

ARTICLES OF ASSOCIATION

Articles of Association
15 William Street
London E.C.4



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legibly, preferably
in black type,
in old block lettering

State if
appropriate

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

1

To the Registrar of Companies

For official use
1579025 14

Name of Company

ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
IN GREATER LONDON AND THE HOME COUNTIES Limited

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

15 WILLIAM MEWS
LONDON
SW1X 9HF

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

WILLIAM REGISTRARS LIMITED
4 DINGWALL ROAD
CROYDON CR9 3RG

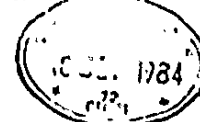
Number of continuation sheets attached (see note 1)

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

William Registrars Limited
4 Dingwall Road,
Croydon, CR9 3RG.
Ref: HS 3728

For official use
General section

Post room



Printed and supplied by
Jordan & Sons Limited Company Formation and Information Services. Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone 01-253 3030 Telex 251010

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3) <u>HANS JOSEPH HARTWIG</u>	Business occupation <u>SOLICITOR</u>
Previous name(s) (note 3) <u>---</u>	Nationality <u>BRITISH</u> /
Address (note 4) <u>15 WILLIAM MEWS</u> <u>LONDON SW1X 9HF</u>	Date of birth (where applicable) (note 6)
Other directorships: <u>SEE ATTACHED LIST</u>	
I hereby consent to act as director of the company named on page 1	
Signature <u>[Signature]</u>	Date <u>X</u>

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 1978 and section 200(2) of the Companies Act 1981 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

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

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

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

Notes do not
write in this
indented margin

Important
The particulars
to be given are
those referred to
in section
1(2)(b) of the
Companies Act
1978 and section
00(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) <u>WILLIAM REGISTRARS LIMITED</u>	
Previous name(s) (note 3)	
Address (notes 4 & 7) <u>4 DINGWALL ROAD CROYDON</u> <u>CR9 3RA</u>	
I hereby consent to act as secretary of the company named on page 1 WILLIAM REGISTRARS LTD Company Secretary	
Signature <u>[Signature]</u>	Date <u>X</u>

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

State as
appropriate

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

Signature [Signature] [Subscriber] [Agent]† Date 14/1/54
Director of Harlow Trusts

Signature [Signature] [Subscriber] [Agent]† Date 14/1/54

LIST OF MR. H.J. HARTWIG'S DIRECTORSHIPS:-

1. Affiliated Textiles of London Ltd.
2. Anglo-American Aviation (Spares) Ltd.
3. Bontex (U.K.) Ltd. (alternate)
4. Engadine Estate Management Ltd.
5. Hartwig Trustees
6. Onthdeed Ltd.
7. Tuck Tape Ltd.
8. William Registrars Ltd.
9. Lippke (UK) Ltd.
10. Provincial Notaries Society
11. Churchill Lock and Safes Co.Ltd.
12. Martin Levy Antiques Ltd.
13. Monch (UK) Ltd.
14. *Technoproduct Fastenings Limited*
15. *Orange Car Hire Limited*
16. *Sono Co*

Previous Directorships

1. Tandridge Court Residents' Association Ltd.
2. William Leber (Steel) Ltd.
3. Timber Trade (UK) Ltd.
4. JAB International Furnishings Ltd.



FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE UNLIMITED COMPANY

No. 1879025

I hereby certify that

ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
IN GREATER LONDON AND THE HOME COUNTIES

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

Given under my hand at Companies Registration Office, Cardiff the

18TH JANUARY 1985

D. G. Blackie

D. G. BLACKIE
an Authorised Officer

C.177

A

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1980

Notice of accounting reference date

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

Form No 2

2

To the Registrar of Companies

For official use Company number

5

1879025

Name of company

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

**ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
IN GREATER LONDON AND THE HOME COUNTIES 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
31 12

31 March

Day Month

31 03

5 April

Day Month

05 04

31 December

Day Month

31 12

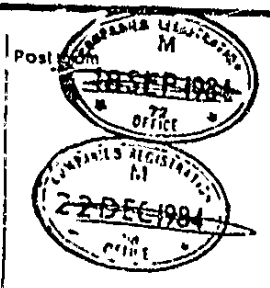
Signed **WMT** [Director] [Secretary] Date **14/9/84**

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

**WILLIAM REGISTRARS LTD
4 DINGWALL ROAD,
CROYDON CR9 3RG.
Ref. HS 3728.**

For official use
General section

22 JAN 84

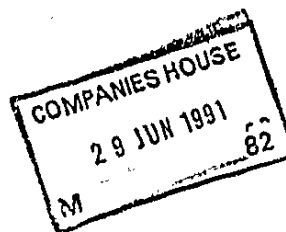


COMPANY NUMBER 1879025
ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
IN GREATER LONDON AND THE HOME COUNTIES

At the Annual General Meeting of the Company held on 4th
April 1986 the following resolution was passed as a SPECIAL
RESOLUTION:-

The Company shall apply the accounting exemptions contained in
Section 384 of the Companies Act 1985, as it has not undertaken
any significant trading transaction within the meaning of
section 252 of the Companies Act 1985.

Signed
(Chairman)



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29.6.91

COMPANY NUMBER 1879025
ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
IN GREATER LONDON AND THE HOME COUNTIES

At an Extraordinary General Meeting of the Company duly convened and held on 24th June 1991 at 4 Dingwall Road, Croydon, the following resolutions were passed:-

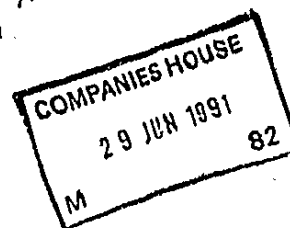
1. ELECTIVE RESOLUTION pursuant to section 366A of the Companies Act 1985 to 1989

THAT the holding of annual general meetings of the Company be and hereby is dispensed with

2. ELECTIVE RESOLUTION pursuant to section 252 of the Companies Act 1985 to 1989

THAT the laying of accounts and reports before the Company in general meeting be and hereby is dispensed with

.....
Chairman



117
29-6-91

COMPANY NUMBER 01879025
ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
IN GREATER LONDON AND THE HOME COUNTIES

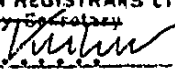
RESOLUTIONS IN WRITING pursuant to Article 8 (1) (b) of
the Articles of Association of the Company
signed by all members of the Company who, at the date
of this resolution, would be entitled to attend and
vote at general meetings of the Company

SPECIAL RESOLUTION


THAT the regulations set forth in the printed document
annexed hereto be approved and adopted as the
articles of association of the Company in substitution
for, and to the exclusion of, all of the existing
articles thereof.

Dated this 3rd day of June 1994

WILLIAM REGISTRARS LTD
Company Secretary

Signed  Member
DIRECTOR

(Hartwig Trustees)

.....  Member
(Hans Joseph Hartwig)



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A001RECEIPT DATE:08/06/94

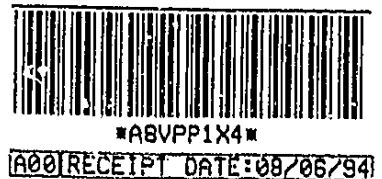
612
8.6.94

THE COMPANIES ACTS, 1948 to 1983
UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of
ASSOCIATION OF SOLICITOR NOTARIES IN GREATER LONDON
(formerly: Associated Solicitors and Notary
Conveyancers in Greater London and the Home Counties)

As amended by Special Resolution on 3rd June 1994

1. (1) Subject as hereinafter or by statute provided, the Regulations contained in Table A in the First Schedule to the Companies Act, 1948, as amended at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.
- (2) References in these Articles to any numbered Regulation (as for example in the expression "Regulation 1") shall apply in each case to the Regulation so numbered in Table A.
2. (1) Regulation 1 (interpretation) shall apply to these Articles in the same manner as it applies to the provisions of Table A.
- (2) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Acts, 1948 to 1983.



3. (1) Regulation 11 (lien) shall apply to all shares, including fully paid shares; no fee shall be charged pursuant to Regulation 8, 9, 25 or 28 for the issue of share certificates or registration of instruments.

(2) The following provisions shall not apply:

- (a) In relation to fully paid shares, the words "and transferee" in Regulation 22 (form of transfer);
- (b) Regulation 24 (registration of transfers);
- (c) Regulations 30 and 31, and the proviso to Regulation 32 (transmission of shares);
- (d) Regulation 75 (the number of directors and the names of the first Directors);
- (e) The proviso to Regulation 79 (limitation of borrowing powers);
- (f) Regulation 84(2), and so much of Regulation 84(4) as follows the words "such appointment or arrangement" (contracts or arrangements in which directors are personally interested);
- (g) So much of Regulation 88 as follows the words "the company" (director vacating office)

- (h) Regulations 89 to 92 inclusive, and so much of Regulation 94 as follows the word "directors" (rotation of directors);
- (i) Regulation 106 (resolutions signed by all the directors);
- (j) Regulations 114 to 122 inclusive;
- (k) the exception to Regulation 124(a) (notices to members abroad); and
- (l) Regulation 135.

4. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

5. (1) The company may by special resolution:

- (a) increase the capital by such sum to be divided into shares of such amount as the resolution may prescribe; Section 17 (1) of the Companies Act, 1980, shall have no application to any allotment;
- (b) consolidate its shares into shares of a larger amount than its existing shares;
- (c) sub-divide its shares into shares of a smaller amount than its existing shares;
- (d) cancel any shares which at the date of the

passing of the resolution have not been taken or agreed to be taken by any person;

(e) reduce its share capital in any way;

(2) Provided that in the case of relevant securities (as defined by Section 14(10) of the Companies Act, 1980), the authority conferred on directors by Article 5(1) hereof

(a) may at any time be revoked or varied by an ordinary resolution of the Company; and

(b) unless previously revoked or renewed by the Company shall expire on the date on which five years shall have expired from the date of incorporation of the Company or, if later, the date of adoption of these Articles.

(3) Subject as aforesaid, all the relevant securities of the Company from time to time may be allotted by the directors.

6. (1) Unless the Company by ordinary resolution otherwise determines, the minimum number of directors shall be one, and there shall be no maximum number of directors. When the Company has a sole director, references herein to directors

shall mean the sole director and Regulation 99 (quorum) shall not apply.

(2) A director may be of any age in excess of 18 Years.

7. Subject to the provisions of Section 199 of the Act and of Regulation 84(1) (disclosure), a director may contract with and participate in the profits of any contract or arrangement with the Company as if he was not a director. A director shall also be capable of voting in respect of any such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his own appointment to any office or place of profit under the Company, or of the arrangement of the terms thereof, and may be counted in the quorum of any meeting at which any such matter is considered.

8. (1) Subject to the provisions of the Act, a resolution in writing

(a) agreed to by all the members of the Company;
or

(b) which, or a copy of which, has been signed by all the members for the time being entitled to receive notice of and to attend at General Meetings (or, being corporations, by their duly authorised representatives),

shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held.

(2) A resolution in writing

(a) agreed to by all the directors; or

(b) which, or a copy of which, has been signed by all the directors for the time being entitled to receive notice of a meeting of the creditors, shall be as valid and effective as if it had been duly passed at a meeting of the directors only convened and held.

(3) Persons dealing with the Company shall be entitled to rely on the certificate of any two directors or of a director and the Secretary that in relation to any resolution in writing there specified either or both of the conditions set out in paragraph (a) or (b) of the respective preceding clause of this Article has or have been duly satisfied.

9. (1) Any director may appoint, in writing, another person to be his alternate to act in his place. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote thereat as a director when the person appointing him is not personally present at a meeting or at any part of a meeting, and to agree

and sign any written resolution (as provided by the preceding Article) on behalf of the director by whom he is appointed. A director may at any time in writing revoke the appointment of an alternate appointed by him.

- (2) A person appointed to be the alternate of the chairman shall be the chairman of any meeting or part of a meeting attended by the alternate in the place of the director.
- (3) Notice in writing of any such appointment or revocation as aforesaid shall be given to the Company.
- (4) An alternate appointed under this Article shall not as such be deemed to be a director or other officer of the Company, but shall be regarded as acting in the place and on behalf of the director who appointed him; but Regulation 136 (indemnity) shall, so far as appropriate, apply to any alternate appointed under this Article, in his capacity as such

- 10. No distribution shall be made of dividends and on dissolution of the Company any surplus shall be paid to the Notaries' Society (company number 93175).

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COMPANY NUMBER 01879025
ASSOCIATED SOLICITORS AND NOTARY CONVEYANCERS
IN GREATER LONDON AND THE HOME COUNTIES

RESOLUTIONS IN WRITING pursuant to Article 8 (1) (b) of the Articles of Association of the Company signed by all members of the Company who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company

(1) SPECIAL RESOLUTION

THAT the objects set forth in the printed document annexed hereto be approved and adopted as the objects of the Company in substitution for, and to the exclusion of, all of the existing objects thereof, and the memorandum of association be altered accordingly.

(2) SPECIAL RESOLUTION

THAT the regulations set forth in the printed document annexed hereto be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all of the existing articles thereof.

Dated this 9th day of May 1994

Signed *[Signature]*
WILLIAM REGISTRARS LTD
Company Secretary
Member
DIRECTOR
(Hartwig Trustees)

..... *[Signature]* Member
(Hans Joseph Hartwig)



18
-6-94

THE COMPANIES ACTS, 1948 to 1983
UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of
ASSOCIATION OF SOLICITOR NOTARIES IN GREATER LONDON

(formerly: Associated Solicitors and Notary
Conveyancers in Greater London and the Home Counties)

As amended by Special Resolution on 9th May 1994

1. The name of the Company is Association of Solicitor Notaries in Greater London.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (1) to represent the interests of persons who, being of high integrity and qualified to practise as a Solicitor or otherwise as a lawyer under the laws of any state of the European Economic Area, practise as public notaries in Greater London (or intend so to practise or have retired from such practice);

- (2) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property;
- (3) to purchase or otherwise acquire any property of any nature and any rights or privileges, in any part of the world, which the Company may think necessary or convenient for the purposes of its business, or which may enhance the value of any other property of the company;
- (4) to apply for, purchase or otherwise acquire, and to protect and renew in any part of the world, any patents, brevets d'invention, licences, concessions and the like, or any secret or other information concerning any invention or process, or any copyrights or other intellectual property rights whatsoever which may seem to it 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 turn to account the property, rights or information so acquired, and to experiment upon, test and improve such property and rights;

- (5) to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (6) to amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (7) to improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any of the property and rights of the Company, and in particular to build, construct, alter and maintain any buildings or other work necessary or convenient for the purpose of the Company;
- (8) to vest any property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company;

- (9) to take, purchase or otherwise acquire, and hold, shares or other securities of any other company having similar objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (10) to invest and deal in any manner with the moneys of the Company not immediately required;
- (11) to lend and advance money or give credit to such persons or companies or other entities on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities;
- (12) to receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the replacement of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company, both present and future, including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be;

- (9) to take, purchase or otherwise acquire, and hold, shares or other securities of any other company having similar objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (10) to invest and deal in any manner with the moneys of the Company not immediately required;
- (11) to lend and advance money or give credit to such persons or companies or other entities on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities;
- (12) to receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the replacement of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company, both present and future, including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be;

- (13) to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments;
- (14) to enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, or any person or company, that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may consider it desirable to obtain, and to carry out, exercise and comply therewith;
- (15) to act as agents or brokers and as trustees for any person or company and to undertake and perform subcontracts;
- (16) to pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise;

- (17) to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
- (18) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such company as aforesaid, and the spouses, former spouses, families and dependants of such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid;

- (19) to make money, property or privileges available, whether by gift, guarantee, subscriptions or otherwise, for any charitable, benevolent, public, general or useful object, or for any exhibition, and to support any such object;
- (20) to establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company;
- (21) to sell or otherwise dispose of the property, assets or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company;
- (22) to distribute among the members of the Company in specie any of the property of the Company;
- (23) to procure the Company to be registered or recognised in any part of the world;

- (24) to purchase or otherwise acquire, on such terms in such manner as the regulations of the Company from time to time lawfully provide, any shares in the Company's capital;
- (25) to do all or any of the things or matters aforesaid as principals, agents, contractors or otherwise, and whether alone or in conjunction with others;
- (26) to do all or any of the things or matters aforesaid with or for the benefit of any company which is an immediate or ultimate subsidiary or holding company of the group of companies (if any) of which the Company may from time to time be part;
- (27) to do all or any of the things or matters aforesaid in any part of the world; and references herein to a company may include any entity having under the laws of its place of establishment the attributes of separate legal personality; and words used herein being terms in English law shall be interpreted to include concepts having the same substantive effect in the law applicable to the place where such acts or things are done or property situated;
- (28) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;

The objects stated in such subclause of this Clause shall so far as possible be construed as independent objects of the Company; they shall be given the widest interpretation and shall not be restrictively construed, or limited or restricted by reference to or inference from by the name of the Company nor, except where the context requires, the terms of any other subclause.

4. The share capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

Memorandum

Index to Clause 3 (not forming part of the memorandum).

(This index may be used to identify the subclauses, but not to interpret or limit their meaning).

- (1) to carry on specific business.
- (2) to carry on other businesses.
- (3) to acquire property.
- (4) to obtain intellectual property rights.
- (5) to acquire other businesses.
- (6) to amalgamate.
- (7) to improve and manage property.
- (8) to vest property in trustees.
- (9) to take shares in other companies.
- (10) to invest.
- (11) to lend money, and to give guarantees.
- (12) to borrow money.
- (13) to accept and discount bills.
- (14) to enter into arrangements.
- (15) to act as agents.
- (16) to remunerate in cash or shares.
- (17) to pay formation expenses.
- (18) to pay pensions.
- (19) to support charities.
- (20) to promote other companies.
- (21) to dispose of the Company's undertaking.
- (22) to distribute assets in specie.
- (23) to obtain overseas registration.
- (24) to buy own shares.
- (25) to act as agents, or jointly.
- (26) to benefit the Group.
- (27) to act in any part of the world.
- (28) to do anything incidental to the above objects.

THE COMPANIES ACTS, 1948 to 1983
UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of
ASSOCIATION OF SOLICITOR NOTARIES IN GREATER LONDON
(formerly: Associated Solicitors and Notary
Conveyancers in Greater London and the Home Counties)

As amended by Special Resolution on 9th May 1994

1. (1) Subject as hereinafter or by statute provided, the Regulations contained in Table A in the First Schedule to the Companies Act, 1948, as amended at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.
- (2) References in these Articles to any numbered Regulation (as for example in the expression "Regulation 1") shall apply in each case to the Regulation so numbered in Table A.
2. (1) Regulation 1 (interpretation) shall apply to these Articles in the same manner as it applies to the provisions of Table A.
- (2) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Acts, 1948 to 1983.

3. (1) Regulation 11 (lien) shall apply to all shares, including fully paid shares; no fee shall be charged pursuant to Regulation 8, 9, 25 or 28 for the issue of share certificates or registration of instruments.

(2) The following provisions shall not apply:

(a) In relation to fully paid shares, the words "and transferee" in Regulation 22 (form of transfer);

(b) Regulation 24 (registration of transfers);

(c) Regulations 30 and 31, and the proviso to Regulation 32 (transmission of shares);

(d) Regulation 75 (the number of directors and the names of the first Directors);

(e) The proviso to Regulation 79 (limitation of borrowing powers);

(f) Regulation 84(2), and so much of Regulation 84(4) as follows the words "such appointment or arrangement" (contracts or arrangements in which directors are personally interested);

(g) So much of Regulation 88 as follows the words "the company" (director vacating office)

(h) Regulations 89 to 92 inclusive, and so much of Regulation 94 as follows the word "directors" (rotation of directors);

(i) Regulation 106 (resolutions signed by all the directors); and

(j) the exception to Regulation 134(a) (notices to members abroad).

4. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

5. (1) The company may by special resolution:

(a) increase the capital by such sum to be divided into shares of such amount as the resolution may prescribe; Section 17 (1) of the Companies Act, 1980, shall have no application to any allotment;

(b) consolidate its shares into shares of a larger amount than its existing shares;

(c) sub-divide its shares into shares of a smaller amount than its existing shares;

(d) cancel any shares which at the date of the

passing of the resolution have not been taken or agreed to be taken by any person;

(e) reduce its share capital in any way;

(2) Provided that in the case of relevant securities (as defined by Section 14(10) of the Companies Act, 1980), the authority conferred on directors by Article 5(1) hereof

(a) may at any time be revoked or varied by an ordinary resolution of the Company; and

(b) unless previously revoked or renewed by the Company shall expire on the date on which five years shall have expired from the date of incorporation of the Company or, if later, the date of adoption of these Articles.

(3) Subject as aforesaid, all the relevant securities of the Company from time to time may be allotted by the directors.

6. (1) Unless the Company by ordinary resolution otherwise determines, the minimum number of directors shall be one, and there shall be no maximum number of directors. When the Company has a sole director, references herein to directors

shall mean the sole director and Regulation 99 (quorum) shall not apply.

(2) A director may be of any age in excess of 18 Years.

7. Subject to the provisions of Section 199 of the Act and of Regulation 84(1) (disclosure), a director may contract with and participate in the profits of any contract or arrangement with the Company as if he was not a director. A director shall also be capable of voting in respect of any such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his own appointment to any office or place of profit under the Company, or of the arrangement of the terms thereof, and may be counted in the quorum of any meeting at which any such matter is considered.

8. (1) Subject to the provisions of the Act, a resolution in writing

(a) agreed to pay all the members of the Company;
or

(b) which, or a copy of which, has been signed by all the members for the time being entitled to receive notice of and to attend at General Meetings (or, being corporations, by their duly authorised representatives),

shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held.

(2) A resolution in writing

(a) agreed to by all the directors; or

(b) which, or a copy of which, has been signed by all the directors for the time being entitled to receive notice of a meeting of the creditors, shall be as valid and effective as if it had been duly passed at a meeting of the directors only convened and held.

(3) Persons dealing with the Company shall be entitled to rely on the certificate of any two directors or of a director and the Secretary that in relation to any resolution in writing there specified either or both of the conditions set out in paragraph (a) or (b) of the respective preceding clause of this Article has or have been duly satisfied.

9. (1) Any director may appoint, in writing, another person to be his alternate to act in his place. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote thereat as a director when the person appointing him is not personally present at a meeting or at any part of a meeting, and to agree

and sign any written resolution (as provided by the preceding Article) on behalf of the director by whom he is appointed. A director may at any time in writing revoke the appointment of an alternate appointed by him.

- (2) A person appointed to be the alternate of the chairman shall be the chairman of any meeting or part of a meeting attended by the alternate in the place of the director.
- (3) Notice in writing of any such appointment or revocation as aforesaid shall be given to the Company.
- (4) An alternate appointed under this Article shall not as such be deemed to be a director or other officer of the Company, but shall be regarded as acting in the place and on behalf of the director who appointed him; but Regulation 136 (indemnity) shall, so far as appropriate, apply to any alternate appointed under this Article, in his capacity as such