

G

COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

[] [] [] []

2003581

Name of company

*Insert full name of
company

DENTONHALL 7 LIMITED

I, Susan Elizabeth Woodbridge
of Denning House
90 Chancery Lane
LONDON WC2A 1EU

Delete as
appropriate

D.L.B.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)†~~ and that all the requirements of the above Act in respect of the registration of
the above company and of matters precedent and incidental to it 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 Mare House
Carey Street
London WC2
the 19th day of September
One thousand nine hundred and 86
before me D.L. Butcher

Declarant to sign below

S. Woodbridge

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

D.L. BUTCHERPresentor's name, address and
reference (if any):

SLH/MJC/AMB

Denton Hall Burgin & Warrens
Denning House
90 Chancery Lane
LONDON WC2A 1EU

For official use
New Companies Section

Post room

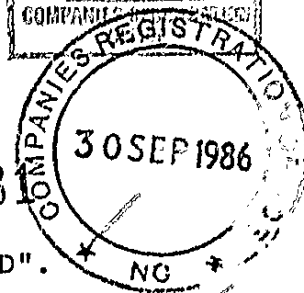
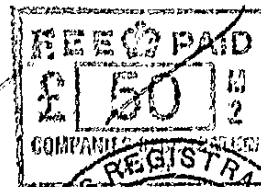


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

DENTONHALL 7 LIMITED

2063581



1. The Company's name is "DENTONHALL 7 LIMITED".
2. The Company's registered office is to be situated in England.
3. The Company's objects are: -
 - (1) To carry on the business of an investment Company in all its branches and for that purpose to acquire and hold for investment shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities issued or guaranteed by any company, fund or trust and debentures, debenture stock, warrants, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise.
 - (2) To acquire such shares, stocks, debentures, debenture stock, annuities, warrants, obligations and securities by purchase or by original subscription, (whether conditionally or otherwise) tender, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
 - (3) To acquire, upon such terms and in such manner as the directors see fit, the whole or any part of the undertaking, property and assets, or any interest therein, and to undertake the whole or any of the liabilities or obligations of, and to acquire and carry on the business of, any person or company.
 - (4) To carry on the business of a property investment Company and for that purpose to purchase, acquire, take on lease or in exchange,



RB/s
£255p10
002642

Denton Hall

take options on and/or hold as an investment any lands or buildings wherever situate, or any rights and interest therein (including without limitation stocks, shares and other securities in companies having any rights or interests therein) and to manage the same or any part thereof and to farm or let, (whether furnished or unfurnished) any land or buildings or any part thereof or rights or interests therein for any period and at such rent and on such conditions as the Company shall think fit.

- (5) To develop and exploit any buildings, lands, mines and mineral rights or any rights or interests therein or any part thereof, and to construct, erect, maintain and alter houses, flats, shops, factories, offices, warehouses and buildings of any kind thereon, and any fixtures, fittings and appurtenances thereto; to lay out roads and gardens and recreation grounds; to pull down, alter, and improve buildings; to plant, drain or otherwise improve land or any part thereof; and to build, install or improve electric, gas, water and other fittings.
- (6) To carry on the business of dealing in real property and interests therein and to purchase, take on lease or in exchange, or otherwise acquire, hold, sell, take and grant options on, any lands or buildings wherever situate, or rights and interest therein, and to manage, farm or let (whether furnished or unfurnished) the same or any part thereof or any rights or interests therein for any period and at such rent and on such conditions as the Company shall think fit.
- (7) To carry on business as property developers, builders and decorators, joiners, plumbers, carpenters, engineers, electricians, sanitary engineers and merchants of any kind.
- (8) To manufacture, process, import, export, deal in and store any goods and other things, and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (9) To carry on the business of general merchants, importers, exporters, dealers, brokers, factors, mail order dealers and traders of every kind, both wholesale and retail, in every description of property, goods and merchandise.

- (10) To import, export, buy, sell, exchange, barter, distribute, trade, contract or otherwise deal in and turn to account goods, materials, commodities, produce and merchandise of every class and description in a prepared, manufactured, semi-manufactured or raw state and to manufacture, construct, assemble, design, refine, develop, alter, convert, refit, repair, treat, render marketable, process or otherwise produce materials, fuels, chemicals, substances and industrial, commercial and consumer products of all kinds.
- (11) To sell, exchange, mortgage, charge, lease or grant licences, easements, options and other rights over, or in any other manner deal with, or dispose of, the whole or any part of the undertaking, property and assets (present and future) of the Company (including, without limitation to the generality of the foregoing, all or any shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities of the Company) for any consideration and in particular, but without prejudice to the generality of the foregoing, for shares, stock, debentures, debenture stock or other securities of any company.
- (12) To take part in the management, supervision and control of the business or operations of any company, individual or undertaking and to carry on business and provide services and act as principal, manager, consultant, administrator, advisor and contractor of, to or in connection with the business of any such company, individual or undertaking including (but without prejudice to the generality of the foregoing) any hire purchase and general financing business, trade credit and status inquiry agency, business transfer agency, commission agency, broking, underwriting, insurance, reinsurance, counter-insurance, guarantee, indemnity, investment, investment management, financial, credit, credit-related, marketing or other business (wherever the same may be carried on) or any branch of the same, and to enter into any agreement or arrangement for such purpose with any such person, company or business and appoint and remunerate any directors, trustees, accountants, or other experts or agents.
- (13) To act as and carry on the business of a holding company in all its branches, to co-ordinate the

policy and administration of any group of companies in which the Company is a member or participant or which are controlled by or associated with the Company in any manner, to assist financially, subsidise or enter into subvention agreements with any such companies, and to provide for them administrative, executive, managerial, secretarial and accountancy services or staff, office accommodation or social or welfare services and facilities; to act as secretaries, directors, registrars, managers and agents thereof and to do anything which will or may promote the efficiency and profitability of the businesses carried on by any such group of companies.

- (14) To carry on the business of making, producing, distributing, exhibiting (by any means now or hereafter becoming known) and otherwise exploiting cinematograph films and video and sound recordings and manufacturing, buying, selling and otherwise dealing in cinematograph films, video recordings and any material on which video or sound recordings can be made and all types of equipment capable of being used in connection with the manufacture or processing of cinematograph films or such material or with the production, exhibition or playing of cinematograph films or video or sound recordings.
- (15) To produce, stage, perform, present and transmit stage plays, operas, operettas, recitals, concerts, ballets, revues, pantomimes, variety shows, and other entertainments, events and exhibitions of every description and to carry on the business of proprietors and managers of cinemas, theatres, opera houses, concert, music and variety halls, open spaces and other places of amusement, sport, recreation or entertainment.
- (16) To commission the writing, composition, production, adaptation and arrangement of any literary, dramatic, musical or artistic work and to acquire, dispose of and otherwise deal in copyrights, rights or representation, licences and any other rights and interests in any such work and in any cinematograph films, records, sound recordings, photographs, drawings and engravings and to print, publish and otherwise turn to account anything in which the Company has a copyright.

- (17) To carry on, whether as principals, brokers, agents or otherwise, all kinds of insurance business and all kinds of guarantee and indemnity business and in particular, but without prejudice to the generality of the foregoing, to carry on all branches of life, house, pension, fire, marine, aviation, accident, motor vehicle, employers' liability, workmen's compensation, disease, sickness, survivorship, failure of issue, third party liability, burglary and robbery, theft, fidelity and transit insurance, to grant and arrange annuities of all kinds, whether dependent on human life or otherwise and whether perpetual or terminable, immediate or deferred, absolute, contingent or otherwise, and to undertake and carry on any business, transactions or operation capable of being undertaken or carried on by insurers, insurance principals, brokers or agents and the like.
- (18) To carry on whether as principals, brokers, agents or otherwise all kinds of life assurance business and to grant or effect assurances of all kinds for payment of money by way of a single payment or by several payments or otherwise upon the death or injury or marriage or birth or failure of issue of or the attainment of a given age by any person or persons or upon the expiration of any fixed or ascertainable period or upon the happening of any other contingency or event dependent upon or connected with human life or upon or connected with the occurrence of any contingency or event which would or might be taken to affect the interest whether vested, contingent, expectant or otherwise of any person or persons in any property, subject or not to any such events as aforesaid happening in the lifetime of any other person or persons or upon the loss or recovery of contractual or testamentary capacity of any person or persons.
- (19) To carry on the businesses of insurance underwriting and re-insurance and counter-insurance in all their branches and to re-insure or counter-insure any insurances or liabilities granted or undertaken by or on behalf of the Company or any person or body, and to undertake any authorised risk and all kinds of re-insurance and counter-insurance and liabilities granted or accepted by other persons or bodies similar to those hereinbefore

authorised to be granted or accepted by the Company.

- (20) To apply for, register, purchase, or by any other means obtain or seek to obtain, upon such terms and in such manner as the directors see fit, any patent rights, licences, secret processes, trade marks, designs, brevets d'invention, or other industrial or business rights, protections or concessions, to use, alter, grant licences, options, interests or privileges in respect of, manufacture under, expend money in experimenting upon and improving and otherwise deal in the same, and to carry on the business of an inventor, designer or research organization.
- (21) To advertise, market and sell the products and services of the Company and to carry on the business of advertisers and advertising agents and of a marketing or selling organisation and of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (22) To borrow and raise money and to secure or discharge any debt, liability or obligation, whether of the Company or any other person, upon such terms and in such manner as the Company sees fit, and in particular, but without prejudice to the generality of the foregoing, by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property and assets (whether present or future), and uncalled capital of the Company or by the creation and issue of any securities of the Company.
- (23) To lend money, give credit or provide any other form of credit or financial accommodation to any person, and to carry on the business of a banking, finance or insurance Company.
- (24) To enter into guarantees, contracts of indemnity and suretyships of all kinds, whether or not the Company shall derive a benefit from the same, on such terms and in such manner as the directors see fit, and in particular but without prejudice to the generality of the foregoing, to guarantee, underwrite or secure, with or without consideration, and whether by personal obligation or by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property or assets (whether present or future) and uncalled capital

of the Company or by the creation and issue of any securities of the Company, the performance of any obligations or commitments or satisfaction of any liabilities of any person or company including, but without prejudice to the generality of the foregoing, any company which is for the time being a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company or is otherwise associated with the Company.

- (25) To draw, make, accept, issue, execute, endorse, discount and deal in bills of exchange, promissory notes, bills of lading, debentures, warrants and other instruments and securities, whether negotiable or otherwise.
- (26) To act in a fiduciary capacity of any sort including (but without prejudice to the generality of the foregoing) to undertake the duties of a trustee of trust deeds or other instruments constituting debentures, debenture stock, bonds and other securities, or of wills and settlements, and of an executor or administrator of estates, or to act as and undertake the duties of a nominee, a custodian trustee, a trustee of a unit trust, a trustee for charitable or other institutions, a trustee for pension, benevolent or other funds, and as a manager or director of business or companies whether limited or unlimited, and generally to undertake all and any duties normally undertaken by a trust corporation and either with or without remuneration.
- (27) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time directors or officers of or in the service or employment of the Company or of any company which is a subsidiary or holding company of the Company or a subsidiary of another subsidiary of a holding company of the Company or otherwise associated with the Company and to the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of such persons and generally to make such provision for the well-being of any of the aforementioned persons as the directors see fit and, without prejudice to the generality of the foregoing, to

establish, subsidise or subscribe money to any associations, societies, trusts, clubs and institutions as the directors see fit.

- (28) To establish and maintain or procure the establishment and maintenance of all forms of employee share option and share incentive schemes and such other option, incentive or bonus schemes (whether or not involving shares or securities in or of the Company) on such terms as the directors see fit.
- (29) To make payment for any charitable, benevolent, public, national, educational, general or useful purpose.
- (30) To provide technical, cultural, artistic, educational, entertainment or business facilities or services and to carry on any business involving any such provision.
- (31) Upon such terms and in such manner as the directors see fit, to enter into any arrangements with any government, authority, person or company to obtain from the same any decrees, orders, instruments, legislation, rights, charters, privileges, franchises and concessions and to carry out, give effect to, exercise and comply with the same.
- (32) To amalgamate or enter into any partnership, joint venture, profit sharing arrangement or co-operative or other arrangement for the pursuit of mutual interests with any person or company.
- (33) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property or interest therein, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (34) To accept any shares, stock, debentures, debenture stock or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (35) To invest the moneys of the Company in any investments, and to hold, sell or otherwise deal

with such investments, and to carry on the business of an investment company.

- (36) To pay all costs, charges and expenses preliminary or incidental to the formation, promotion, establishment and incorporation of the Company and 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.
- (37) To procure the registration, incorporation or recognition of the Company in or under the laws of any place or country in the world.
- (38) To distribute any of the property or assets of the Company amongst its creditors and members in specie or kind.
- (39) To cease carrying on any business or activity of the Company or any part of any such business or activity, and to procure the winding up or dissolution of the Company.
- (40) To do all or any of the things or matters mentioned above in any part of the world, on any terms and in any manner as the directors see fit, and whether as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
- (41) To do all such other things as in the opinion of the directors may be carried on in connection with or ancillary to any or all of the above objects or which is capable of being carried on for the benefit of the Company.

It is hereby declared that: -

- (i) the word "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body, or association of persons, whether incorporated or not and whether domiciled or resident in the United Kingdom or elsewhere; and
- (ii) the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in

any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses
of Subscribers

Number of shares
taken by each
Subscriber

Signed by:

One

For and on behalf of
Sandwell Investments Limited
8th Floor, Printing House
6 Duddell Street,
Central
Hong Kong

.....
As Attorney, For and On Behalf Of
SANDWELL INVESTMENTS LIMITED

Signed by:

One

For and on behalf of
Albion Financial Services Limited
8th Floor, Printing House
6 Duddell Street
Central
Hong Kong

By
As Attorney, For and On behalf Of
ALBION FINANCIAL SERVICES LIMITED

Dated - 8 SEP 1986 1986

Witness to the above signatures,

.....
James A.F. Wadham
8/F., Printing House
6 Duddell Street
Central
Hong Kong.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
DENTONHALL 7 LIMITED

PRELIMINARY

1. In these Articles: -
"the Act" means the Companies Act 1985; and
"Table A" means Table A as prescribed in Statutory
Instrument No. 805 for 1985 as amended at the date hereof.
2. The regulations contained in Table A, save as excluded
or varied by or inconsistent with these Articles shall apply to
the Company together with these Articles and shall constitute the
regulations of the Company.

SHARE CAPITAL

3. The Company is a private company (within the meaning of
the Act).
4. The authorised share capital of the Company at the date
of adoption of these Articles is £ 100 divided into 100 ordinary
shares of £1 each.
5. The directors are generally and unconditionally
authorised during the period of five years from the date of
adoption of these Articles to offer, allot, grant options over or
otherwise dispose of relevant securities (as defined in section
80(2) of the Act) of the Company up to the maximum nominal amount
of the authorised but unissued share capital of the Company at
the date of these Articles to such persons at such times and on
such terms and conditions as they think fit and to make any offer
or agreement of the kind referred to in section 80(7) of the Act
provided that no shares shall be issued at a discount. Sections
89(1) and 90(1) to (6) (inclusive, of the Act shall not apply to
the Company.
6. Subject to and in accordance with the provisions of the
Act and otherwise on such terms as the Company may by special
resolution determine:



- (a) any share in the capital of the Company may be issued on terms that it is to be, or at the option of the Company or the holder thereof is liable to be, redeemed;
- (b) the Company may purchase any of its own shares (including any redeemable shares); and
- (c) the Company may make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares;

and the directors shall be empowered respectively to redeem or purchase any such shares on such terms as the Company may by special resolutions determine.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply to the Company.

8. (1) No instrument of transfer of a share need be executed by or on behalf of the transferee and regulation 23 of Table A shall be modified accordingly.

(2) The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply to the Company.

GENERAL MEETINGS

9. Regulation 37 of Table A shall be amended by the substitution of the word "six" for the word "eight".

10. At the end of regulation 41 of Table A the following words shall be added: "and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one. Regulation 64 of Table A shall not apply to the Company. If and so long as there is one director, such director may act alone in exercising all the powers and authorities vested in the directors.

12. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such remuneration (in addition to that otherwise provided for) by way of salary, commission, percentage of profits or otherwise as the directors may determine.

13. No share qualification shall be required of any director but any director shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

14. The directors are authorised to sanction the exercise of the power conferred on the Company by section 719(1) of the Act and to exercise that power.

15. The words "approved by resolution of the directors" shall be deleted from regulation 65 of Table A.

16. In regulation 70 of Table A the words "ordinary resolution" shall be substituted for the words "special resolution".

17. The words "or such person or persons as the directors may think fit" shall be added at the end of the first sentence of regulation 72 of Table A.

18. (1) At any time and from time to time the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company appoint any person to be a director or remove a director from office.

(2) The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed shall (subject to the other provisions of these Articles) hold office until he is removed pursuant to this Article.

(3) Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

19. No director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 or any other age and any director or any person may be re-appointed or appointed, as the case may be, as a director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a director at any age and it shall not be necessary to give the members of the Company notice of the age of any director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of section 293 of the Act shall not apply to the Company. In regulation 81 of Table A, the words "other than section 293 of the Act" shall be added after the word "Act" in paragraph (a) and the whole of paragraph (e) shall be omitted.

EXECUTIVE DIRECTORS

20. The directors may from time to time appoint one or more of their body to executive office (including but without limitation that of managing director, manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a director. A managing director, manager or other executive officer as aforesaid shall receive such remuneration (by way of salary, commission, participation in profits or otherwise howsoever) as the directors may determine. Regulation 84 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

21. Notices of meetings of the directors shall be given to directors outside and (if any) within the United Kingdom and regulation 88 of Table A shall be modified accordingly.

22. No meeting of the directors shall take place within the United Kingdom.

DIRECTORS' INTERESTS

23. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in ascertaining whether there is present a quorum at any meeting at which any such contract or arrangement

is considered. A director may act by himself or his firm in any professional capacity for the Company and he or his firm may be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

DIVIDENDS

24. If the share capital of the Company is divided into different classes the directors may pay interim dividends on shares carrying deferred or non-deferred rights notwithstanding that at the time of payment any preferential dividend is in arrear and regulation 103 of Table A shall be modified accordingly.

SEAL

25. The Company may have for use in any territory, district or place elsewhere than in the United Kingdom an official seal which shall in all respects comply with the requirements of section 39(1) of the Act. References in these Articles and Table A to the seal of the Company shall include references to such official seal and any official seal adopted by the Company under section 40 of the Act.

NOTICES

26. (1) Notice of every general meeting of the Company shall be given to every member of the Company and regulation 112 of Table A shall not apply to the Company.

(2) There shall be substituted for the last sentence of regulation 115 of Table A the words "A notice shall be deemed to be given, if posted by pre-paid first-class mail, when the envelope containing the same is posted and, if posted by any other class of pre-paid mail, at the expiration of 48 hours from such time".

INDEMNITY

27. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of the Act every director, executive director, managing director, manager, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

BORROWING POWERS

28. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to the provisions of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including any member).

Names addresses and
description of
subscribers of the
memorandum of association


Signed by:

For an on behalf of
Sandwell Investments Limited
8th Floor, Printing House
6 Duddell Street,
Central
Hong Kong

By 
As Attorney, For and On Behalf Of
SANDWELL INVESTMENTS LIMITED

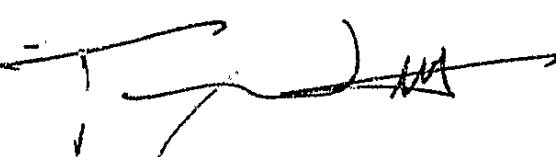
Signed by:

For and on behalf of
Albion Financial Services Limited
8th Floor, Printing House
6 Duddell Street,
Central
Hong Kong

By 
As Attorney, For and On behalf Of
ALBION FINANCIAL SERVICES LIMITED

Dated: - 8 SEP 1986 198

Witness to the above signatures: -


James A.F. Wadham
8/F., Printing House
6 Duddell Street
Central
Hong Kong.

G

COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering**2063381**

Name of company

* Insert full name
of company

*

DENTONHALL 7 LIMITED

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

Denning House	
90 Chancery Lane	
London	
Postcode	WC2A 1EU

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

Denton Hall Burgin & Warrens	
Denning House	
90 Chancery Lane	
London	
Postcode	WC2A 1EU

Number of continuation sheets attached (see note 1)

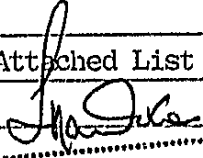
Presentor's name address and
reference (if any):
MJC/AMBDenton Hall Burgin & Warrens
Denning House
90 Chancery Lane
London
WC2A 1EUFor official Use
General Section

Post room

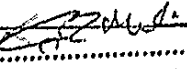


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)	BURGINHALL LIMITED		Business occupation	Corporation
Previous name(s) (note 3)			Nationality	N/A
Address (note 4)	8th Floor, Printing House		Date of birth (where applicable) (note 6)	
	6 Duddell Street, Central			
	Hong Kong	Postcode		
Other directorships †	See Attached List			
By 				
As Attorney, For and On Behalf Of				
I consent to act as director of the company named on page 1				
Signature For and on behalf of Burginhall Limited				Date - 8 SEP 1986

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

Name (note 3)	P.W. MANAGEMENT LIMITED		Business occupation	Corporation
Previous name(s) (note 3)			Nationality	N/A
Address (note 4)	8th Floor, Printing House		Date of birth (where applicable) (note 6)	
	6 Duddell Street, Central			
	Hong Kong	Postcode		
Other directorships †				
By 				
As Attorney, For and On Behalf Of				
I consent to act as director of the company named on page 1				
Signature For and on behalf of P.W. Management Limited				Date - 8 SEP 1986

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

Please do not
write in
this margin

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:

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

Name (notes 3 & 7) D.B. SECRETARIES LIMITED	
Previous name(s) (note 3)	
Address (notes 4 & 7) : 8th Floor, Printing House 6 Duddell Street Central Hong Kong	
Postcode	111
I consent to act as secretary of the company named on page 1	
By.....	- 8 SEP 1986
Signature D. B. SECRETARIES LIMITED	Date

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

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	For and on behalf of Albion Financial Services Limited	Date	- 8 SEP 1986
Signed	For and on behalf of Sandwell Investments Limited	Date	- 8 SEP 1986
Signed	By..... <i>[Signature]</i> As Attorney, For and On behalf Of	Date	
Signed	ALBION FINANCIAL SERVICES LIMITED	Date	
Signed	By..... <i>[Signature]</i> As Attorney, For and On behalf Of	Date	
Signed	SANDWELL INVESTMENTS LIMITED	Date	

2.9.86

DIRECTORSHIPS OF BURGINHALL LIMITED

Abbot Massie Limited
Alamont Investments Limited
Arlington Trading Limited
Ashton Acceptances Limited
Base (Ambon Maluku) Limited
Base (Kepala Burung) Limited
Base (Lampung Sumatera) Limited
Base (Maluku) Limited
Base (Propensi Sulawesi Utara) Limited
Base (Sulawesi Tengah) Limited
Bassett Hudson Limited
Bethelgate Limited
B.F.C. Limited
Broad Investment Company Limited
Bronzeberry Limited
Bugle Blowers Limited
Bullbrook Investments Limited
Cadogan Park Limited
Calmstock Limited
Cane Cutters Finance Limited
Capital Capers Limited
Chardene Limited
Choter Properties Limited
Cullerne Investments Limited
De Malahide Investments Limited

2063581

De Preville Trading Company Limited
Defries and Derham Trading Company Limited
Eastern Diamond Limited
Epicurean Limited
Fawnmel Limited
Five Minute Finance Limited
Forestgreen Traders Limited
Foristal Limited
Forth Enterprises (U.K.) Limited
Gasque Dynamics Limited
Glodrum Limited
Greg Campbell Corporate Consulting Limited
Griesbach Investments Limited
Howson-Mousell Finance Limited
Hutinternational Limited
International Media Representatives Limited
Jefferson Properties and Investments Limited
Jennery Finance Limited
Jesmond Limited
Kim Seng Investments
Landspray Limited
Lau Kwok Finance Limited
Legedevin Limited
Lengtarn Limited
Low Cheng Investments Limited
Lyntone Limited

Mackinlay Investments Limited
Mexical Limited
Millheim Merchants Limited
Moldon Limited
Nannock Limited
P.T. Arafua Mining Limited
P.T. Indo Mining Limited
P.T. Pontianak Mining Limited
P.T. Sumatera Mining Limited
Pedrohurst Limited
Pelopponese Limited
Pidames Entertainment Limited
Pitcairn Docherty Multi-Sales Limited
Portmile Limited
Powell-Davies Mercantile Service Limited
Prinfawn Limited
Project Development Managerial Services Limited
Ranong Limited
Rowley Angus Limited
Sarridene Limited
Seaglade Limited
Sprintfame Limited
Steermere Limited
Stratrig Limited
Territrip Limited
Teweti Ambon Maluku Limited

Teweti Kepala Burung Limited
Teweti Lampung Sumatera Limited
Teweti Maluku Limited
Teweti Propensi Sulawesi Utara Limited
Teweti Sulawesi Tengah Limited
Thrivesound Limited
Tinatime Limited
Tioman Limited
Titherose Limited
Universal Sales and Purchasing Limited
Vaughan-Neil Trading Limited
Watling Trading Limited
Westminster Projects Consulting Limited
Youngwood Investments Limited

DIRECTORSHIPS OF P.W. MANAGEMENT LIMITED

AMS Manufacturing Division Limited

Abbot Massie Limited

Alamont Investments Limited

Arlington Trading Limited

Ashton Acceptances Limited

Base (Ambon Maluku) Limited

Base (Kepala Burung) Limited

Base (Lampung Sumatera) Limited

Base (Maluku) Limited

Base (Propensi Sulawesi Utara) Limited

Base (Sulawesi Tengah) Limited

Bassett Hudson Limited

Bethelgate Limited

Broad Investment Company Limited

Bronzeberry Limited

Bugle Blowers Limited

Bullbrook Investments Limited

Cadogan Park Limited

Calmstock Limited

Cane Cutters Finance Limited

Capital Capers Limited

Chardene Limited

Choter Properties Limited

Creedance Limited

Cullerne Investments Limited

Dallow Limited
De Malahide Investments Limited
De Preville Trading Company Limited
Defries and Derham Trading Company Limited
Eastern Diamond Limited
Edgelane Limited
Epicurean Limited
Fawnmel Limited
Five Minute Finance Limited
Forestgreen Traders Limited
Foristal Limited
Forth Enterprises (U.K.) Limited
Gasque Dynamics Limited
Glodrum Limited
Grangeway Investments Limited
Greg Campbell Corporate Consulting Limited
Griesbach Investments Limited
Harcourt Limited
Howson-Mousell Finance Limited
Hutinternational Limited
International Media Representatives Limited
Jefferson Properties and Investments Limited
Jennery Finance Limited
Jesmond Limited
Kim Seng Investments
Landspray Limited

Lau Kwok Finance Limited
Legedevin Limited
Lengtarn Limited
Low Cheng Investments Limited
Lyntone Limited
Mackinlay Investments Limited
Meehanhim Limited
Mexical Limited
Millheim Merchants Limited
Moldon Limited
Oceanic Research and Publishing Corporation (H.K.) Limited
P.T. Arafua Mining Limited
P.T. Indo Mining Limited
P.T. Pontianak Mining Limited
P.T. Sumatera Mining Limited
Pedrohurst Limited
Pelopponese Limited
Peterson Davies Marchmont and Simmons Limited
Pidames Entertainment Limited
Pitcairn Docherty Multi-Sales Limited
Portmire Limited
Powell-Davies Mercantile Services Limited
Prinfawn Limited
Project Development Managerial Services Limited
Ranong Limited
Rowley Angus Limited

Sarridene Limited
Seaglade Limited
Sprintfame Limited
Steermere Limited
Territrip Limited
Teweti Ambon Maluku Limited
Teweti Kepala Burung Limited
Teweti Lampung Sumatera Limited
Teweti Maluku Limited
Teweti Propensi Sulawesi Utara Limited
Teweti Sulawesi Tengah Limited
Thrivesound Limited
Tinatime Limited
Tioman Limited
Titherose Limited
Universal Sales and Purchasing Limited
Vaughan-Neil Trading Limited
Watling Trading Limited
Youngwood Investments Limited

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2063581

I hereby certify that

DENTONHALL 7 LIMITED

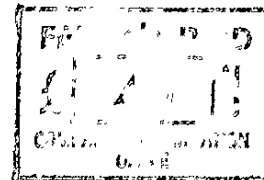
is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 10TH OCTOBER 1986

E. Chadwick
MR E. CHADWICK

an authorised officer

Company No. 2063581



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
DENTONHALL 7 LIMITED

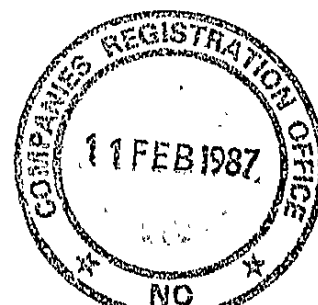
Dated 9th February 1987

We, the undersigned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolution be adopted as a Special Resolution of the Company:

"That the name of the Company be changed to
Kuwait Petroleum (U.K. Holdings) Limited."

By..... *Alison S. Bailey*
As Attorney, For and On Behalf Of
SANDWELL INVESTMENTS LIMITED
.....
For and on behalf of
Sandwell Investments Limited

By..... *Alison S. Bailey*
As Attorney, For and On behalf Of
ALBION FINANCIAL SERVICES LIMITED
.....
For and on behalf of
Albion Financial Services Limited



Childs Co
005821 E40.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2063581

I hereby certify that

DENTONHALL 7 LIMITED

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

KUWAIT PETROLEUM (U.K. HOLDINGS) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 18TH FEBRUARY 1987


D. M. WILKIE

an authorised officer

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

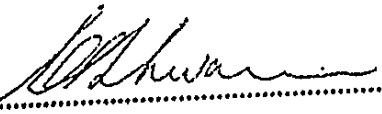
KUWAIT PETROLEUM (U.K. HOLDINGS) LIMITED
(passed 26th March 1987)

The following resolution was passed as a special resolution of the Company by way of written resolution of all the shareholders entitled to attend and vote at general meetings of the Company:

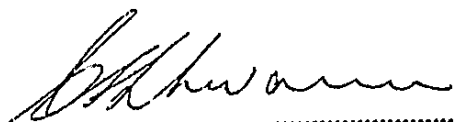
SPECIAL RESOLUTION

"RESOLVED that the Articles of Association of the Company be amended by the deletion of Article 22."

Dated: the 26th day of March 1987

By 
As Attorney, For and On Behalf Of
SANDWELL INVESTMENTS LIMITED

SANDWELL INVESTMENTS LIMITED

By 
As Attorney, For and On behalf Of
ALBION FINANCIAL SERVICES LIMITED

ALBION FINANCIAL SERVICES LIMITED



G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

* Insert full name of company

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

See note 4c and complete as appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

2063581

Name of company

* KUWAIT PETROLEUM (UK HOLDINGS) LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	0	0	6
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	0	0	6	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

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

_____, company number _____

the accounting reference date of which is _____

Signed

[Signature]

[Director][Secretary]† Date

29 January 1988

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

For official Use
General Section

Post room

COMPANIES REGISTRATION

30 JAN 1988

OFFICE 12