

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NORTHERN LEISURE LIMITED



1. The Company's name is "NORTHERN LEISURE LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's Objects are:-
 - a. To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufactures' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.
 - b. To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause

(a) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

- c. To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- d. To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- e. To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- f. For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- g. To receive money on deposit or loan upon such terms as the Company may approve.
- h. To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) and company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business.
- i. To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or 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 for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act

1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or 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 other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object: and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- j. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- k. To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- l. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid up shares with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- m. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of the company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- n. To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- o. To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- p. To purchase or otherwise acquire and undertake all or part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this 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.

- q. To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- r. To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- s. To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- t. To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- u. To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- v. To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the Members is limited
- 5. The Company's share capital is £27,500,000 divided into 273,500,000 shares of £0.10 each and 15,000,000 convertible warrants of £0.01 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
ROY C. KEEN Temple Chambers Temple Avenue London EC4Y 0HP	One
NIGEL L. BLOOD Temple Chambers Temple Avenue London EC4Y 0HP	One
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Total Shares taken Two	

Dated the 1st day of October, 1987.

Witness to the above Signatures:-

J. Jeremy A. Cowdry

J. Jeremy A. Cowdry
Temple Chambers
Temple Avenue
London
EC4Y 0HP

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

NORTHERN LEISURE LIMITED

(Company Number 2188184)

Adopted by Special Resolution passed on 25 January 2001

1. PRELIMINARY

Subject as hereinafter provided, the Regulations contained in or made applicable by Table A in the Companies (Tables A to F) Regulations 1985 shall apply to the Company. If, and for so long as, the Company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

2. TRANSFER OF SHARES

Regulation 24(c) of Table A shall not apply.

3. WRITTEN RESOLUTIONS

Regulation 53 of Table A shall not apply. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at meetings of the Company (or, if any such member is a company or corporation, signed on its behalf by any director or the secretary thereof) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several instruments in like form each signed by (or on behalf of) one or more members. In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purpose of this regulation.

4. CORPORATE REPRESENTATIVES

Notwithstanding section 375 of the Act any director or the secretary of any member (such member being itself a company or corporation) may act as that member's duly authorised representative at any meeting of the company or the member may, by notice in writing in any form duly signed on the member's behalf by any director or the secretary of that member, appoint any other person to be the member's duly authorised representative at any such meeting.

5. APPOINTMENT AND REMOVAL OF DIRECTORS

So long as there is a majority holder (meaning any member registered as holding a majority in nominal value of the issued ordinary share capital of the Company), Regulations 73 to 80 (inclusive) of Table A shall not apply.

The majority holder shall have power at any time and from time to time, by notice to the Company in writing in any form:-

- I. To appoint any person a director or secretary of the Company; and/or
- II. To remove any director or secretary of the Company from office.

Where the majority holder is a company or corporation, such notice shall be in writing signed on its behalf by any director or secretary thereof.

6. PENSIONS ETC

Regulation 87 of Table A shall not apply.

In relation to past and present directors and employees and their families or dependents or any of them, the directors may as they think fit (or as the Company may direct):-

- a) establish and maintain pension, superannuation, insurance and similar schemes:
- b) contribute to associations or funds which may benefit any such persons, and/or
- c) pay expenses and contributions and do such other things in relation to such schemes, associations or funds.

7. PROCEEDINGS AT GENERAL MEETINGS

For the purpose of these articles, apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, are present. If, and for so long as the Company has only one member, that member or a proxy for that member, or a duly authorised representative of a corporation shall form a quorum at any general meeting of the Company or of the holders of any class of shares. Regulation 40 Table A shall be modified accordingly.

8. PROCEEDINGS OF DIRECTORS

All or any of the directors may participate in any meeting of the directors by means of a conference telephone or any communication equipment, which allows all person participating in the meeting to hear each other. A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

9. POWERS AND DUTIES OF DIRECTORS

Subject to the provisions of section 317 of the Act as to disclosure of interest, a director may vote in respect of any contract or arrangement in which is interested and may be counted in the quorum present at any meeting of the directors at which such contract or arrangement s considered and, accordingly, Regulations 94. 95 and 96 of Table A shall not apply.

10. DIVISIONAL DIRECTOR

- a) The directors may decide that the business of the Company (or any part or parts thereof) may be carried on as a division or divisions of the Company and may discontinue or amalgamate any such division.
- b) The directors may constitute a divisional board of each division and appoint divisional directors to manage the affairs of such division. All such divisional director shall be appointed and removed by the directors as they may think fit (or as the Company may direct).
- c) The directors may delegate to a divisional board (with powers to sub-delegate) such of their powers, authorities and discretions in relation to that division and on such terms and conditions, as they may think fit.
- d) A divisional director shall not be constituted a director of the Company by reason only of holding the position of divisional director