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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 block lettering

To the Registrar of Companies

For official use

For official use

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2191976

Name of company

* insert full
name of Company

CHASE PROPERTIES (WEYBRIDGE) LIMITED

I, TIMOTHY HILLof 76 Bridge Road, East Molesey, Surrey, KT8 9HF† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†

PH
JLH
~~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 63, Bridge Road, East Molesey
Surrey

Declarant to sign below

the 6th day of AUGUSTOne thousand nine hundred and Eighty Seven
before me J.L. Osborne (J.L. OSBORNE)Timothy Hill

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

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

1/aeb
Laytons
76 Bridge Road
East Molesey
Surrey KT8 9HF

For official Use
New Companies Section

Post room

COMPANIES REGISTRATION
26 OCT 1987
OFFICE

G

COMPANIES FORM No. 10

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

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

* CHASE PROPERTIES (WEYBRIDGE) LIMITED

* insert full name
of company

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

The Chase, Sheerwater Avenue, Woodham, Weybridge, Surrey KT15 3DS

Postcode

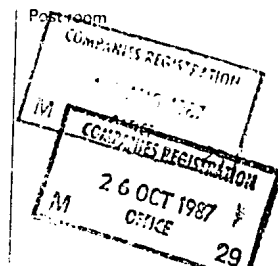
If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

X

Laytons, 76 Bridge Road, East Molesey, Surrey KT8 9HF

Postcode

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):
1/aebLaytons
76 Bridge Road
East Molesey
Surrey KT8 9HFFor official Use
General Section

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

Please do not write in this margin

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

Name (note 3)		Business occupation
Clive Vaughan Chase		Co. Director
Previous name(s) (note 3)		Nationality
		British
Address (note 4) The Chase, Sheerwater Avenue,		Date of birth (where applicable)
Woodham, Woodbridge, Surrey KT15 3DS		(note 6)
Postcode		
Other directorships †		
Matthew Gerfard & Co (Travel) Limited		
I consent to act as director of the company named on page 1		
Signature		Date 31/7/37

† 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
Carol Marjorie Chase		Co. Director
Previous name(s) (note 3)		Nationality
		British
Address (note 4) The Chase, Sheerwater Avenue,		Date of birth (where applicable)
Woodham, Weybridge, Surrey, KT15 3DS		(note 6)
Postcode		
Other directorships †		
None		
I consent to act as director of the company named on page 1		
Signature		Date 31/7/37

delete if the form is signed by the subscribers

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

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.


Directors Please do not write in this margin

Please do not write in this margin

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

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

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)	
Carol Marjorie Chase	
Previous name(s) (note 3)	
Address (notes 4 & 7) The Chase, Sheerwater Avenue, Woodham, Weybridge,	
Surrey KT15 3DS	Postcode
I consent to act as secretary of the company named on page 1	
Signature 	Date 31/7/97

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 31/7/97
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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	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

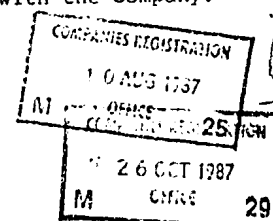
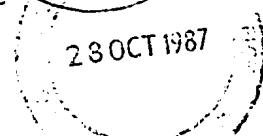
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

CHASE PROPERTIES (WEYBRIDGE) LIMITED

1. The Company's name is "CHASE PROPERTIES (WEYBRIDGE) LIMITED".
2. The Company's registered office is to be situated in England.
3. The Company's objects are:
 - 3.1.1 To carry on all or any of the businesses of Builders and Building Contractors, Property developers, Civil Engineers, Contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds, Builders Merchants, Proprietors, Hirers, Letters on Hire, Manufacturers, Repairers, Merchants and factors of, Agents for and Dealers in Builders and General Contractors, plant, machinery, implements, equipment and appliances of all kinds, Merchants of and Dealers in stone, sand, gravel, bricks, tiles, slates, lime, cement, plastic and plastic substances and general building materials, requisites and goods of every description, Plumbers, Painters and Decorators, Timber Merchants and Saw Mill Proprietors, Importers of and Dealers in joinery, hard and soft woods, veneers, mouldings and building woodwork of all kinds, Carpenters, Joiners, Turners, Coopers and Packing case Makers, Cabinet Makers, Shop and Office Fitters, French Polishers, Electrical, Gas, Hot-water, Heating, Mechanical, Motor and General Engineers; to make applications for Planning Permission, Council approval, Licences and the like and for financial assistance and Grants in respect of building projects, to undertake supervision for building contracts; Insurance Agents, Property owners and Developers, Repairers and Jobbers, Valuers and Auctioneers, House and Building Society Agents; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds necessary or useful for carrying on the foregoing Businesses or any of them or likely to be required by customers of or persons having dealings with the Company.



Barc
765768
E51p2

- 3.1.2 To provide, create, establish and maintain a managerial and design service organisation and to act as Specialists in Planning and preparing designs, drawings, surveys, plans, models and the like for use in connection with building and engineering works, machinery installation and other projects and undertakings of every description; to maintain an organisation for the provision of a Drawing Office and design service to Engineers, Builders, Contractors and others; to hire and let on hire staff and personnel of every kind, to act as advisers on all matters relating to the planning, specification, estimating and reporting of alternative methods of lay-out and other building problems and to collect and disseminate information and data of all kinds in connection therewith, to advise on possible systems and lay-outs and to supply estimates as to costs; to supply Specifications, to carry out surveys, to obtain tenders and quotations, to draw up contracts, to obtain and place orders for the erection of buildings, factories and works and for the supply of all machinery fittings, plant and other requisites in relation to the erection and maintenance thereof.
- 3.1.3 To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complimentary thereto.
- 3.2 To further and to promote all or any of the objects and interests of any associated company and, for the purposes of this paragraph, "associated company" means any body corporate which is or is about to become or shall have been a holding company or subsidiary of the Company or a subsidiary of any such holding company.
- 3.3 To carry on in any part of the world any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- 3.4 To make, learn, examine, discover, purchase or otherwise acquire and to use and turn to account inventions, discoveries, formulae, information, secret and other processes and operations of all kinds, and to apply for, obtain, register, purchase or otherwise acquire, prolong, renew, hold, exercise, use, exploit, turn to account, deal with, grant licences or privileges in respect of, and sell or otherwise dispose of for such consideration as may be thought fit in all or any parts or part of the world letters patent, patent rights, brevets d'invention, monopolies, trademarks, tradenames, designs, copyrights, statutory and other protections by whatever name called, concessions, licences, exclusive or other rights and privileges or any interest therein relating to or in connection with all or any of the businesses or objects of the Company or which may appear likely to be useful or advantageous to the

Company or to any company which is for the time being the Company's holding company or subsidiaries for the time being of the Company or to any of its or their customers and to do all such things either alone or jointly with any person or company.

- 3.5 To erect, build, construct lay down, enlarge, improve, alter, maintain, develop, work, manage, superintend, control, pull down, remove, replace, refit and renew any shops, stores, factories, warehouses, buildings, works, plant and machinery which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof; and to contribute to, subsidise, or otherwise assist or take part in any such operations.
- 3.6 To purchase, take on lease or in exchange, rent, hire or by any other lawful means acquire and to hold for any estate or interest any lands, buildings, hereditaments and real or personal property of any kind; and to take or by any lawful means to acquire any easements, rights, privileges, concessions, options and licences of any kind which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof.
- 3.7 To receive money (at interest or otherwise) on deposit and to receive valuables and goods and material of all kinds on deposit or loan or for safe custody.
- 3.8 To borrow or raise and to secure the payment of money for the purpose of or in connection with the Company's business in such manner as may be thought fit, and in particular by mortgage or charge or by the issue of debentures, debenture stock (either perpetual or redeemable), notes, bonds or either securities or obligations such issue to be at par or at premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit and either charged upon the Company's undertaking or all or any of the Company's property and assets (both present and future, including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company.
- 3.9 To issue and deposit any securities or obligations which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities or obligations and also by way of security for the performance of any contracts, debts, engagements, liabilities, or obligations of the Company or any of its customers or of any other persons or companies having dealings with the Company or in whose businesses or undertakings the Company is or may propose to be financially interested, whether directly or indirectly.
- 3.10 To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any person or company and, without prejudice to the generality of the

foregoing, to guarantee or otherwise secure (either with or without the Company receiving any consideration and either with or without a mortgage or charge on all or any part of the undertaking property and assets present and future, including the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any subsidiary or subsidiaries for the time being of the Company or of any company which is for the time being the Company's holding company, or of a subsidiary of such holding company.

- 3.11 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company or with any employees of the Company (including in such case, if thought fit, the conferring of a participation in the management or its directorate) and to give any person or company special rights or privileges in connection with or control over the Company and in particular the right to nominate one or more Directors of the Company; and to take or by any means acquire and to hold, sell or otherwise dispose of for such consideration as may be thought fit shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of and to subsidise or otherwise financially assist any such person or company.
- 3.12 To purchase or otherwise acquire, and to carry on all or any part of the undertaking, business, property and assets and to undertake all or any of the contracts, engagements, obligations, liabilities and transactions of any person or company.
- 3.13 To pay for any property or rights acquired by the Company and for any services rendered or to be rendered to the Company either in cash (by lump sum, installments or otherwise) or by fully or partly paid-up shares (with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise) or by debentures, debenture stock, notes, bonds or other securities or obligations which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined.
- 3.14 To improve, manage, develop and turn to account and to sell, exchange, let (for rent, royalty, share of profits or otherwise) and to grant licences, easements or other rights in or over or in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company for such consideration as may be thought fit.
- 3.15 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash (by lump sum, installments or otherwise) or by fully or partly paid-up shares or stock of any company (with rights in respect of dividend or repayment of capital or otherwise) or in debentures, debenture stock, notes, bonds or other securities or

- obligations or partly in one mode and partly in another, and generally on such terms as may be determined; and to hold, sell, or otherwise dispose of any of the shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations so acquired.
- 3.16 To draw, make, accept, endorse, negotiate, discount or execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- 3.17 To invest and deal with the moneys of the Company immediately required for the purposes of any of its business in or upon such investments or securities and in such manner as may from time to time seem expedient.
- 3.18 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension, life assurance, retirement benefits or disability schemes, funds, policies or trusts for the benefit of, and to pay or provide, or agree to pay or provide, donations, gratuities, pensions, annuities, allowances, retirement benefits, or other like benefits or benevolent or charitable aid to any persons who are or were at any time in the employment or service of or Directors or Officers of the Company, or of any company which is a subsidiary of the Company or is its holding company or is allied to or is associated with the Company or any other such company as aforesaid and the widows, widowers, relations and dependants of such persons, and to make, or agree to pay premiums or other payment for or towards life, endowment or other assurances for any such persons as aforesaid; and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or of any such persons as aforesaid; and to subscribe or guarantee money for any charitable or benevolent objects or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any other company which is a subsidiary of the Company or is its holding company or is a subsidiary thereof or is allied to or associated with the Company.
- 3.19 To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or Authority any rights, charters, decrees, privileges or concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, decrees and concessions.
- 3.20 To obtain any Provisional or other Order or Licence of any Authority or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purpose which may seem expedient; to support or oppose the passing of any Act of Parliament or the making of any order,

Regulation or Statutory Instrument; and to institute, prosecute, defend, settle, compromise or abandon any legal proceedings to which the Company is or may be a party and to defend or support or join or assist in defending or supporting any legal proceedings whatsoever which may seem calculated to affect, directly or indirectly, the Company's interest.

- 3.21 To adopt such means of making known any of the Company's businesses or any branch or department thereof as may seem expedient, and in particular by advertising in the press, by radio, television, cinematograph or other mechanical means by circulars, by aerial advertising, by purchase and exhibition of works of art and interest, by publication of books and periodicals, by establishing exhibitions and conducting competitions and by granting prizes, awards and donations.
- 3.22 To provide facilities for and to undertake and engage in research, development, experiments and study connected with any of the businesses or objects of the Company; to establish, manage, maintain, support and subsidise and to become a member of and to subscribe to societies, associations, libraries, museums, colleges, schools, laboratories, research institutions and foundations; and to offer and grant prizes and awards and make exhibits and compete for prizes at any exhibition or show.
- 3.23 To establish, promote or acquire, or concur in establishing, promoting or acquiring, any other company or companies for the purpose of attaining all or any of the objects of the Company or of carrying on all or any of its businesses or any branch or branches thereof or whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and liabilities of the Company or the promotion or acquisition of which shall be in any manner calculated to advance, directly or indirectly, the objects or interest of the Company; and to acquire and hold, sell or otherwise dispose of any of the shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of any such company.
- 3.24 To amalgamate, by any method of amalgamation, whether or not necessitating the winding-up of the Company, with any other company whose objects include objects similar to those of the Company.
- 3.25 To sell or dispose of the undertaking, lease, grant licences, easements and other rights over and in any other way deal with any property, assets, rights, interests and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for a rent or rents, or for shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations of any other company whether fully or partly paid up.
- 3.26 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.

- 3.27 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of the Company and of any other company established or promoted by the Company or in which the Company is interested or may propose to be interested (whether directly or indirectly) and of or incidental to the issue of capital or the raising of money for the Company or any other such company as aforesaid.
- 3.28 To procure the Company to be registered or recognized in any Dominion, Colony or Dependency and in any country or place in which it is not registered or recognized.
- 3.29 To do all or any of the above things in any part of the world, and either as principals, agents, managers, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, managers, trustees, subsidiary or associated companies or otherwise.
- 3.30 To do all such other things as are incidental or conducive to the above objects or any of them.
- 3.31 It is HEREBY DECLARED that in this Clause 3:-
- 3.31.1 The word "company", except where used in reference to the Company, shall be deemed to include any corporation, firm, partnership, association, society or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere;
- 3.31.2 The expressions "subsidiary" and "holding company" shall have the meanings respectively ascribed thereto by section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force;
- 3.31.3 Words denoting the singular number shall also include the plural and vice versa;
- 3.31.4 The objects set forth in each paragraph shall be regarded as independent objects and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- 4 The liability of the members is limited.
- 5 The Company's share capital is £10,000 divided into 10,000 shares of £1.00 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

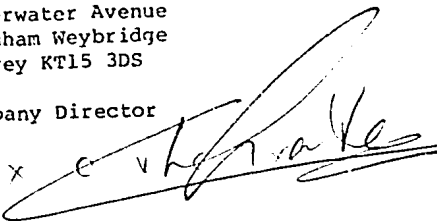
We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum and we agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of shares taken by each Subscriber
------------------------------------	---

CLIVE VAUGHAN CHASE
The Chase
Sheerwater Avenue
Woodham Weybridge
Surrey KT15 3DS

One

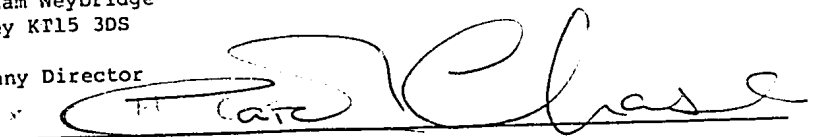
Company Director

X 

CAROL MARJORIE CHASE
The Chase
Sheerwater Avenue
Woodham Weybridge
Surrey KT15 3DS

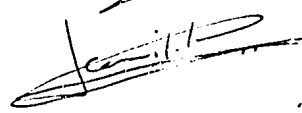
One

Company Director

X 

DATED 31st July, 1987

WITNESS to the above signatures:-



CAMILLA TOMÁS
GENOVA STREET 15, P: 1º 3
BARCELONA 08026
SPAIN

STUDENT

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

CHASE PROPERTIES (WEYBRIDGE) LIMITED*

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the Company.

PRIVATE COMPANY

2.1 The Company is a private limited company and accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

2.2 Sub-section (1) of section 89 of the Act shall not apply to the Company.

POWER TO ISSUE SHARES

3. The directors may issue shares in the capital of the Company provided that no issue shall be made:-

3.1 except with the prior approval of the Company in general meeting or the prior written consent of the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company; and

3.2 unless the issue has been authorised pursuant to section 80 of the Act whether by Article 5 or otherwise.

4. Where the directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in the original or any

increased capital) of the Company to such persons at such times and for such consideration and generally on such terms and conditions as the directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

5. For the purposes of section 80 of the Act and of Article 3.2 the directors are unconditionally authorised to allot relevant securities (as defined in section 80 of the Act) at any time or times during the period of five years from the date of adoption of these Articles up to an aggregate amount of the share capital remaining unissued at the time of such adoption. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement.

REDEEMABLE SHARES

6. Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any general meeting unless a quorum of members entitled to vote upon the business to be transacted is present; two such members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all such members having the right to attend and vote at the meeting shall be a quorum.
- 7.2 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointer or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.
- 7.3 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

- 7.4 Regulation 54 of the Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

DIRECTORS

- 8 Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.
- 9.1 Any person may be appointed a director or any director may be removed from office:-
- 9.1.1 by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case of a holder which is a corporation, signed by any director or the secretary of the corporation, and left at or sent to the office; or
- 9.1.2 by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.
- 9.2 Every such appointment or removal by notice shall take effect on and from the date on which the same is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office.
10. If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.
11. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.
12. The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of

the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person. The directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing, any benefits pursuant to the provisions of this Article. Any director shall be entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

13. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and 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.
14. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.
15. Notice of all meetings of the directors shall be given to every director and alternate director whether or not he is for the time being absent from the United Kingdom and regulations 88 and 66 of Table A shall be modified accordingly.
16. Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence of a person at such meeting.

ALTERNATE DIRECTORS

- 17.1 Regulation 67 of Table A shall be read and construed as if the words "by rotation or otherwise" were omitted therefrom.
- 17.2 Regulation 68 of Table A shall be read and construed as if it contained a second sentence as follows:-
"Such notice shall take effect on and from the date on which it is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office provided that an appointment for which approval by a resolution of the directors is required shall not take effect until so approved."

DISQUALIFICATION OF DIRECTORS

18. Regulation 81 of Table A shall be read and construed if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d):-
"(d) (not being a director appointed for a fixed and still current term to a salaried employment or office in the Company) he resigns his office by notice in writing to the Company;" and as if there were added thereto the following paragraphs (f) and (g):-
"(f) the directors resolve that he is physically and mentally incapable of performing his duties; or (g) he is removed in accordance with Article 9."

CAPITALISATION OF PROFITS

19. Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

NOTICES

20. A notice may be given by the Company to any member or director either personally or in one of the following ways:-
- 20.1 By sending it by pre-paid post to him at his registered address. A notice sent to an address within the United Kingdom shall be sent by first class post and a notice sent to an address outside the United Kingdom shall be sent by airmail. Where a notice is sent by post its services shall be deemed to be effected in the case of such service:-
- 20.1.1 to an address within the United Kingdom on the expiration of two days from the date on which the notice or document is put in the post, or
- 20.1.2 to an address outside the United Kingdom on the expiration of seven days from the date on which the notice is put in the post. In proving service it shall be sufficient to prove that the notice was properly addressed and put into the post as a pre-paid letter in accordance with the provisions hereof.

20.2

By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such a way shall be deemed to have been served on the first working day in the country of the recipient following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

WINDING-UP

21.

Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

NAMES AND ADDRESSES OF SUBSCRIBERS

CLIVE VAUGHAN CHASE
The Chase
Sheerwater Avenue
Woodham Weybridge
Surrey KT15 3DS

Company Director

CAROL MARJORIE CHASE
The Chase
Sheerwater Avenue
Woodham Weybridge
Surrey KT15 3DS

Company Director

DATED 31st July, 1987

WITNESS to the above signatures:-

CAMILLA TOMAS

GENOVA STREET 15 P.1°3

BARCELONA 08026

SPAIN

STUDENT

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2191976

I hereby certify that

CHASE PROPERTIES (WEYBRIDGE) 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 11 NOVEMBER 1987

S. R. Williams
MR S. R. WILLIAMS

an authorised officer

COMPANY NO. 2191976

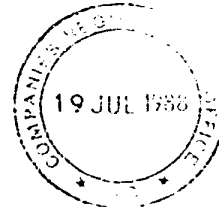
SPECIAL RESOLUTIONS
PASSED AT AN EXTRAORDINARY MEETING OF THE MEMBERS OF
CHASE PROPERTIES (WEYBRIDGE) LIMITED

HELD AT 76 Bridge Road
Hampton Court, East Molesey
Surrey KT8 9HF

On the 11th July 1988

Present : CLIVE VAUGHAN CHASE and CAROL MAJORIE CHASE
Also in attendance: CHRISTOPHER ROBERT BENJAMIN TAYLOR

RECEIVED
E 40



The following resolutions were duly passed as special resolutions at the above-mentioned extraordinary general meeting of the members of the above-mentioned company on the above-mentioned date:

1. That the name of the company be changed to "Chase Parkinson Limited"
2. In order that the company be able to carry on its business more efficiently, the following objects be substituted for objects 3.1.1 and 3.1.2 of the company's Memorandum of Association:

3.1.1 To carry on business as insurance brokers and agents, in respect of all classes of insurance, including aviation and aircraft risks of all kinds, fire, marine, life, annuity, endowment, pension, permanent sickness, employers liability, consequential loss, public liability, bond, baggage, accident, burglary, workmen's compensation, indemnity, motor, plate glass, live stock, fidelity and boiler insurance and to act as consultants advisers and specialists on all insurance matters.

3.1.2 To carry on business as commercial agents, mortgage and financial agents, brokers and advisers, to advance and borrow money, negotiate loans and lend money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements, leasing and renting agreements in respect of any property of assets and to draw, accept, enforce, buy, sell, discount or otherwise deal in promissory notes, bills of exchange, debentures, bonds, coupons and other negotiable securities and instruments.

3.1.3 To carry on business as estate agents, business and general transfer agents, surveyors, assessors, valuers, salvage and average adjusters, reinsurance agents and brokers, underwriters and to undertake any agency or commission work, including acting as agents for building societies, unit trusts, local authorities, finance companies and bankers.

3.1.4 To carry on business as dealers in stocks, shares, debentures, bonds, script or other securities issued by any company or association or any corporate, municipal local

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17/7/88

CLIVE VAUGHAN CHASE
CAROL MAJORIE CHASE

219K76

or other authority, whether in Great Britain or any
overseas country or place".

There being no further notice the meeting then determined.

.....*Carol Chase*.....

By order of the Board

CAROL MARJORIE CHASE,
Company Secretary

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2191976

I hereby certify that

CHASE PROPERTIES (WEYBRIDGE) LIMITED

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

CHASE PARKINSON LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 27 JULY 1988

Mrs. M. Voss
MRS. M. VOSS

an authorised officer

COMPANY NO. 2191976

SPECIAL RESOLUTIONS
PASSED AT AN EXTRAORDINARY MEETING OF THE MEMBERS OF
CHASE PROPERTIES (WEYBRIDGE) LIMITED

HELD AT 76 Bridge Road
Hampton Court, East Molesey
Surrey KT8 9HF

On the 11th July 1988

Present : CLIVE VAUGHAN CHASE and CAROL MARJORIE CHASE
Also in attendance: CHRISTOPHER ROBERT BENJAMIN TAYLOR

The following resolutions were duly passed as special resolutions at the above-mentioned extraordinary general meeting of the members of the above-mentioned company on the above-mentioned date:

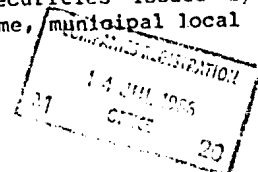
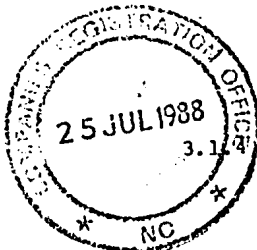
1. INFORMATION ONLY That the name of the company be changed to "Chase Parkinson Limited"
2. In order that the company be able to carry on its business more efficiently, the following objects be substituted for objects 3.1.1 and 3.1.2 of the company's Memorandum of Association:

"3.1.1 To carry on business as insurance brokers and agents, in respect of all classes of insurance, including aviation and aircraft risks of all kinds, fire, marine, life, annuity, endowment, pension, permanent sickness, employers liability, consequential loss, public liability, bond, baggage, accident, burglary, workmen's compensation, indemnity, motor, plate glass, live stock, fidelity and boiler insurance and to act as consultants advisers and specialists on all insurance matters.

3.1.2 To carry on business as commercial agents, mortgage and financial agents, brokers and advisers, to advance and borrow money, negotiate loans and lend money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements, leasing and renting agreements in respect of any property of assets and to draw, accept, endorse, buy, sell, discount or otherwise deal in promissory notes, bills of exchange, debentures, bonds, coupons and other negotiable securities and instruments.

3.1.3 To carry on business as estate agents, business and general transfer agents, surveyors, assessors, valuers, salvage and average adjusters, reinsurance agents and brokers, underwriters and to undertake any agency or commission work, including acting as agents for building societies, unit trusts, local authorities, finance companies and bankers.

To carry on business as dealers in stocks, shares, debentures, bonds, script or other securities issued by any company or association or any supreme, municipal local



or other authority, whether in Great Britain or any
overseas country or place".

There being no further notice the meeting then determined.

.....*Carol Chase*.....

By order of the Board

CAROL MARJORIE CHASE,
Company Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

M E M O R A N D U M

- and -

ARTICLES OF ASSOCIATION

- of -

CHASE PARKINSON LIMITED*

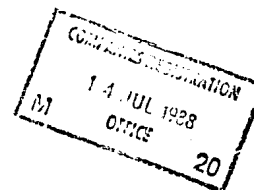
Incorporated on 11th November 1987

No of COMPANY

2191976

Filed pursuant to Section 18 Companies Act 1985

Laytons
76 Bridge Road
East Molesey
Surrey KT8 9HF



THE COMPANIES ACT 1985

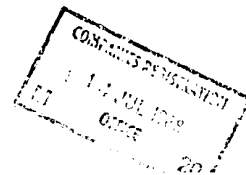
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

CHASE PARKINSON LIMITED*

1. The Company's name is "CHASE PARKINSON LIMITED"
2. The Company's registered office is to be situated in England.
3. The Company's objects are:
 - 3.1.1** To carry on business as insurance brokers and agents, in respect of all classes of insurance, including aviation and aircraft risks of all kinds, fire, marine, life, annuity, endowment, pension, permanent sickness, employers liability, consequential loss, public liability, bond, baggage, accident, burglary, workmen's compensation, indemnity, motor, plate glass, live stock, fidelity and boiler insurance and to act as consultants advisers and specialists on all insurance matters.
 - 3.1.2** To carry on business as commercial agents, mortgage and financial agents, brokers and advisers, to advance and borrow money, negotiate loans and lend money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements, leasing and renting agreements in respect of any property of assets and to draw, accept, endorse, buy, sell, discount or otherwise deal in promissory notes, bills of exchange, debentures, bonds, coupons and other negotiable securities and instruments.
 - 3.1.3** To carry on business as estate agents, business and general transfer agents, surveyors, assessors, valuers, salvage and average adjusters, reinsurance agents and brokers, underwriters and to undertake any agency or commission work, including acting as agents for building societies, unit trusts, local authorities, finance companies and bankers.
 - 3.1.4 ** To carry on business as dealers in stocks, shares, debentures, bonds, script or other securities issued by any company or association or any supreme, municipal local or other authority, whether in Great Britain or any overseas country or place.



- 3.2 To further and to promote all or any of the objects and interests of any associated company and, for the purposes of this paragraph, "associated company" means any body corporate which is or is about to become or shall have been a holding company or subsidiary of the Company or a subsidiary of any such holding company.
- 3.3 To carry on in any part of the world any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- 3.4 To make, learn, examine, discover, purchase or otherwise acquire and to use and turn to account inventions, discoveries, formulae, information, secret and other processes and operations of all kinds, and to apply for, obtain, register, purchase or otherwise acquire, prolong, renew, hold, exercise, use, exploit, turn to account, deal with, grant licences or privileges in respect of, and sell or otherwise dispose of for such consideration as may be thought fit in all or any parts or part of the world letters patent, patent rights, brevets d'invention, monopolies, trademarks, tradenames, designs, copyrights, statutory and other protections by whatever name called, concessions, licences, exclusive or other rights and privileges or any interest therein relating to or in connection with all or any of the businesses or objects of the Company or which may appear likely to be useful or advantageous to the Company or to any company which is for the time being the Company's holding company or subsidiaries for the time being of the Company or to any of its or their customers and to do all such things either alone or jointly with any person or company.
- 3.5 To erect, build, construct lay down, enlarge, improve, alter, maintain, develop, work, manage, superintend, control, pull down, remove, replace, refit and renew any shops, stores, factories, warehouses, buildings, works, plant and machinery which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof; and to contribute to, subsidise, or otherwise assist or take part in any such operations.
- 3.6 To purchase, take on lease or in exchange, rent, hire or by any other lawful means acquire and to hold for any estate or interest any lands, buildings, hereditaments and real or personal property of any kind; and to take or by any lawful means to acquire any easements, rights, privileges, concessions, options and licences of any kind which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof.
- 3.7 To receive money (at interest or otherwise) on deposit and to receive valuables and goods and material of all kinds on deposit or loan or for safe custody.

- 3.8 To borrow or raise and to secure the payment of money for the purpose of or in connection with the Company's business in such manner as may be thought fit, and in particular by mortgage or charge or by the issue of debentures, debenture stock (either perpetual or redeemable), notes, bonds or either securities or obligations such issue to be at par or at premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit and either charged upon the Company's undertaking or all or any of the Company's property and assets (both present and future, including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company.
- 3.9 To issue and deposit any securities or obligations which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities or obligations and also by way of security for the performance of any contracts, debts, engagements, liabilities, or obligations of the Company or any of its customers or of any other persons or companies having dealings with the Company or in whose businesses or undertakings the Company is or may propose to be financially interested, whether directly or indirectly.
- 3.10 To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any person or company and, without prejudice to the generality of the foregoing, to guarantee or otherwise secure (either with or without the Company receiving any consideration and either with or without a mortgage or charge on all or any part of the undertaking property and assets present and future, including the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any subsidiary or subsidiaries for the time being of the Company or of any company which is for the time being the Company's holding company or of a subsidiary of such holding company.
- 3.11 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company or with any employees of the Company (including in such case, if thought fit, the conferring of a participation in the management or its directorate) and to give any person or company special rights or privileges in connection with or control over the Company and in particular the right to nominate one or more Directors of the Company; and to take or by any means acquire and to hold, sell or otherwise dispose of for such consideration as may be thought fit shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of and to subsidise or otherwise financially assist any such person or

company.

- 3.12 To purchase or otherwise acquire, and to carry on all or any part of the undertaking, business, property and assets and to undertake all or any of the contracts, engagements, obligations, liabilities and transactions of any person or company.
- 3.13 To pay for any property or rights acquired by the Company and for any services rendered or to be rendered to the Company either in cash (by lump sum, installments or otherwise) or by fully or partly paid-up shares (with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise) or by debentures, debenture stock, notes, bonds or other securities or obligations which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined.
- 3.14 To improve, manage, develop and turn to account and to sell, exchange, let (for rent, royalty, share of profits or otherwise) and to grant licences, easements or other rights in or over or in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company for such consideration as may be thought fit.
- 3.15 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash (by lump sum, installments or otherwise) or by fully or partly paid-up shares or stock of any company (with rights in respect of dividend or repayment of capital or otherwise) or in debentures, debenture stock, notes, bonds or other securities or obligations or partly in one mode and partly in another, and generally on such terms as may be determined; and to hold, sell, or otherwise dispose of any of the shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations so acquired.
- 3.16 To draw, make, accept, endorse, negotiate, discount or execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- 3.17 To invest and deal with the moneys of the Company immediately required for the purposes of any of its business in or upon such investments or securities and in such manner as may from time to time seem expedient.
- 3.18 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension, life assurance, retirement benefits or disability schemes, funds, policies or trusts for the benefit of, and to pay or provide, or agree to pay or provide, donations, gratuities, pensions, annuities, allowances, retirement benefits, or other like benefits or benevolent or charitable aid to any persons who are or were at any time in the employment or service of or Directors or Officers of the Company, or of any company which is a subsidiary of the Company or is its holding company or is allied to or is associated with the Company or any other such

company as aforesaid and the widows, widowers, relations and dependants of such persons, and to make, or agree to pay premiums or other payment for or towards life, endowment or other assurances for any such persons as aforesaid; and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or of any such persons as aforesaid; and to subscribe or guarantee money for any charitable or benevolent objects or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any other company which is a subsidiary of the Company or is its holding company or is a subsidiary thereof or is allied to or associated with the Company.

- 3.19 To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or Authority any rights, charters, decrees, privileges or concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, decrees and concessions.
- 3.20 To obtain any Provisional or other Order or Licence of any Authority or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purpose which may seem expedient; to support or oppose the passing of any Act of Parliament or the making of any order, Regulation or Statutory Instrument; and to institute, prosecute, defend, settle, compromise or abandon any legal proceedings to which the Company is or may be a party and to defend or support or join or assist in defending or supporting any legal proceedings whatsoever which may seem calculated to affect, directly or indirectly, the Company's interest.
- 3.21 To adopt such means of making known any of the Company's businesses or any branch or department thereof as may seem expedient, and in particular by advertising in the press, by radio, television, cinematograph or other mechanical means by circulars, by aerial advertising, by purchase and exhibition of works of art and interest, by publication of books and periodicals, by establishing exhibitions and conducting competitions and by granting prizes, awards and donations.
- 3.22 To provide facilities for and to undertake and engage in research, development, experiments and study connected with any of the businesses or objects of the Company; to establish, manage, maintain, support and subsidise and to become a member of and to subscribe to societies, associations, libraries, museums, colleges, schools, laboratories, research institutions and foundations; and to offer and grant prizes and awards and make exhibits and compete for prizes at any exhibition or show.
- 3.23 To establish, promote or acquire, or concur in establishing,

promoting or acquiring, any other company or companies for the purpose of attaining all or any of the objects of the Company or of carrying on all or any of its businesses or any branch or branches thereof or whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and liabilities of the Company or the promotion or acquisition of which shall be in any manner calculated to advance, directly or indirectly, the objects or interest of the Company; and to acquire and hold, sell or otherwise dispose of any of the shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of any such company.

- 3.24 To amalgamate, by any method of amalgamation, whether or not necessitating the winding-up of the Company, with any other company whose objects include objects similar to those of the Company.
- 3.25 To sell or dispose of the undertaking, lease, grant licences, easements and other rights over and in any other way deal with any property, assets, rights, interests and efforts of the Company or any part thereof for such consideration as may be thought fit, and in particular for a rent or rents, or for shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations of any other company whether fully or partly paid up.
- 3.26 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.
- 3.27 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of the Company and of any other company established or promoted by the Company or in which the Company is interested or may propose to be interested (whether directly or indirectly) and of or incidental to the issue of capital or the raising of money for the Company or any other such company as aforesaid.
- 3.28 To procure the Company to be registered or recognized in any Dominion, Colony or Dependency and in any country or place in which it is not registered or recognized.
- 3.29 To do all or any of the above things in any part of the world, and either as principals, agents, managers, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, managers, trustees, subsidiary or associated companies or otherwise.
- 3.30 To do all such other things as are incidental or conducive to the above objects or any of them.
- 3.31 It is HEREBY DECLARED that in this Clause 3:-

- 3.31.1 The word "company", except where used in reference to the Company, shall be deemed to include any corporation, firm, partnership, association, society or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere;
- 3.31.2 The expressions "subsidiary" and "holding company" shall have the meanings respectively ascribed thereto by section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force;
- 3.31.3 Words denoting the singular number shall also include the plural and vice versa;
- 3.31.4 The objects set forth in each paragraph shall be regarded as independent objects and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- 4 The liability of the members is limited.
- 5 The Company's share capital is £10,000 divided into 10,000 shares of £1.00 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

*Changed pursuant to Section 28 of the Companies Act 1985 by special resolution of the company passed this 11th July 1988.

**Changed pursuant to Section 4 of the Companies Act 1985 by special resolution of the company passed this 11th July 1988.

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 in the capital of the Company set opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of shares taken by each Subscriber
------------------------------------	---

CLIVE VAUGHAN CHASE The Chase Sheerwater Avenue Woodham Weybridge Surrey KT15 3DS Company Director	One
---	-----

CAROL MARJORIE CHASE The Chase Sheerwater Avenue Woodham Weybridge Surrey KT15 3DS Company Director	One
--	-----

DATED 31st July 1987

WITNESS to the above signatures:-

Camilla Tomas
Genova Street 15 P:1.3
Barcelona 08026
SPAIN

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

CHASE PARKINSON LIMITED*

PRELIMINARY

- 1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.
- 1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the Company.

PRIVATE COMPANY

- 2.1 The Company is a private limited company and accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 2.2 Sub-section (1) of section 89 of the Act shall not apply to the Company.

POWER TO ISSUE SHARES

3. The directors may issue shares in the capital of the Company provided that no issue shall be made:-
- 3.1 except with the prior approval of the Company in general meeting or the prior written consent of the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company; and
- 3.2 unless the issue has been authorised pursuant to section 80 of the Act whether by Article 5 or otherwise.
4. Where the directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in the original or any

increased capital) of the Company to such persons at such times and for such consideration and generally on such terms and conditions as the directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

5. For the purposes of section 80 of the Act and of Article 3.2 the directors are unconditionally authorised to allot relevant securities (as defined in section 80 of the Act) at any time or times during the period of five years from the date of adoption of these Articles up to an aggregate amount of the share capital remaining unissued at the time of such adoption. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement.

REDEEMABLE SHARES

6. Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any general meeting unless a quorum of members entitled to vote upon the business to be transacted is present; two such members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all such members having the right to attend and vote at the meeting shall be a quorum.
- 7.2 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointer or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.
- 7.3 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

- 7.4 Regulation 54 of the Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

DIRECTORS

- 8 Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.
- 9.1 Any person may be appointed a director or any director may be removed from office:-
- 9.1.1 by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case of a holder which is a corporation, signed by any director or the secretary of the corporation, and left at or sent to the office; or
- 9.1.2 by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.
- 9.2 Every such appointment or removal by notice shall take effect on and from the date on which the same is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office.
10. If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.
11. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.
12. The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of

the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person. The directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing, any benefits pursuant to the provisions of this Article. Any director shall be entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

13. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and 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.
14. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.
15. Notice of all meetings of the directors shall be given to every director and alternate director whether or not he is for the time being absent from the United Kingdom and regulations 88 and 66 of Table A shall be modified accordingly.
16. Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

ALTERNATE DIRECTORS

- 17.1 Regulation 67 of Table A shall be read and construed as if the words "by rotation or otherwise" were omitted therefrom.
- 17.2 Regulation 68 of Table A shall be read and construed as if it contained a second sentence as follows:-
"Such notice shall take effect on and from the date on which it is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office provided that an appointment for which approval by a resolution of the directors is required shall not take effect until so approved."

DISQUALIFICATION OF DIRECTORS

18. Regulation 81 of Table A shall be read and construed if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d):-
"(d) (not being a director appointed for a fixed and still current term to a salaried employment or office in the Company) he resigns his office by notice in writing to the Company;"
and as if there were added thereto the following paragraphs (f) and (g):-
"(f) the directors resolve that he is physically and mentally incapable of performing his duties; or (g) he is removed in accordance with Article 9."

CAPITALISATION OF PROFITS

19. Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

NOTICES

20. A notice may be given by the Company to any member or director either personally or in one of the following ways:-
- 20.1 By sending it by pre-paid post to him at his registered address. A notice sent to an address within the United Kingdom shall be sent by first class post and a notice sent to an address outside the United Kingdom shall be sent by airmail. Where a notice is sent by post its services shall be deemed to be effected in the case of such service:-
- 20.1.1 to an address within the United Kingdom on the expiration of two days from the date on which the notice or document is put in the post, or
- 20.1.2 to an address outside the United Kingdom on the expiration of seven days from the date on which the notice is put in the post. In proving service it shall be sufficient to prove that the notice was properly addressed and put into the post as a pre-paid letter in accordance with the provisions hereof.

20.2

By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such a way shall be deemed to have been served on the first working day in the country of the recipient following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

WINDING-UP

41.

Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

*Changed pursuant to Section 28 of the Companies Act 1985 by special resolution of the company passed this 11th July 1986.

NAMES AND ADDRESSES OF SUBSCRIBERS

CLIVE VAUGHAN CHASE
The Chase
Sheerwater Avenue
Woodham Weybridge
Surrey KT15 3DS

Company Director

CAROL MARJORIE CHASE
The Chase
Sheerwater Avenue
Woodham Weybridge
Surrey KT15 3DS

Company Director

DATED 31st July 1987

WITNESS to the above signatures:-

Camilla Tomas
Genova Street 15 T:1.3
Barcelona 08026
SPAIN

20-10-88

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 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

2191976

Name of company

CHASE PARKINSON LIMITED	
-------------------------	--

* insert full name of company

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

Day Month

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

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

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

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 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 _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force

Signed 

Designation: Director

Date 28th September 19

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotish) as
appropriate

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

Laytons
76 Bridge Road
Hampton Court
East Molesey

SURNAME

KTB 9HF

For official Use
General Section

Post room



2191976

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

M E M O R A N D U M

- and -

ARTICLES OF ASSOCIATION

- of -

CHASE PARKINSON LIMITED*

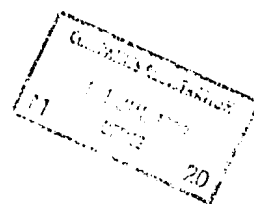
Incorporated on 11th November 1987

No of COMPANY

2191976

Filed pursuant to Section 18 Companies Act 1985

Laytons
76 Bridge Road
East Molesey
Surrey KT8 9HF



THE COMPANIES ACT 1985

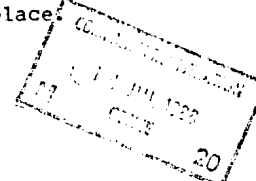
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

CHASE PARKINSON LIMITED*

-
1. The Company's name is "CHASE PARKINSON LIMITED"
 2. The Company's registered office is to be situated in England.
 3. The Company's objects are:
 - 3.1.1** To carry on business as insurance brokers and agents, in respect of all classes of insurance, including aviation and aircraft risks of all kinds, fire, marine, life, annuity, endowment, pension, permanent sickness, employers liability, consequential loss, public liability, bond, baggage, accident, burglary, workmen's compensation, indemnity, motor, plate glass, live stock, fidelity and boiler insurance and to act as consultants advisers and specialists on all insurance matters.
 - 3.1.2** To carry on business as commercial agents, mortgage and financial agents, brokers and advisers, to advance and borrow money, negotiate loans and lend money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements, leasing and renting agreements in respect of any property of assets and to draw, accept, endorse, buy, sell, discount or otherwise deal in promissory notes, bills of exchange, debentures, bonds, coupons and other negotiable securities and instruments.
 - 3.1.3** To carry on business as estate agents, business and general transfer agents, surveyors, assessors, valuers, salvage and average adjusters, reinsurance agents and brokers, underwriters and to undertake any agency or commission work, including acting as agents for building societies, unit trusts, local authorities, finance companies and bankers.
 - 3.1.4 ** To carry on business as dealers in stocks, shares, debentures, bonds, script or other securities issued by any company or association or any supreme, municipal local or other authority, whether in Great Britain or any overseas country or place.



- 3.2 To further and to promote all or any of the objects and interests of any associated company and, for the purposes of this paragraph, "associated company" means any body corporate which is or is about to become or shall have been a holding company or subsidiary of the Company or a subsidiary of any such holding company.
- 3.3 To carry on in any part of the world any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- 3.4 To make, learn, examine, discover, purchase or otherwise acquire and to use and turn to account inventions, discoveries, formulae, information, secret and other processes and operations of all kinds, and to apply for, obtain, register, purchase or otherwise acquire, prolong, renew, hold, exercise, use, exploit, turn to account, deal with, grant licences or privileges in respect of, and sell or otherwise dispose of for such consideration as may be thought fit in all or any parts or part of the world letters patent, patent rights, brevets d'invention, monopolies, trademarks, tradenames, designs, copyrights, statutory and other protections by whatever name called, concessions, licences, exclusive or other rights and privileges or any interest therein relating to or in connection with all or any of the businesses or objects of the Company or which may appear likely to be useful or advantageous to the Company or to any company which is for the time being the Company's holding company or subsidiaries for the time being of the Company or to any of its or their customers and to do all such things either alone or jointly with any person or company.
- 3.5 To erect, build, construct lay down, enlarge, improve, alter, maintain, develop, work, manage, superintend, control, pull down, remove, replace, refit and renew any shops, stores, factories, warehouses, buildings, works, plant and machinery which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof; and to contribute to, subsidise, or otherwise assist or take part in any such operations.
- 3.6 To purchase, take on lease or in exchange, rent, hire or by any other lawful means acquire and to hold for any estate or interest any lands, buildings, hereditaments and real or personal property of any kind; and to take or by any lawful means to acquire any easements, rights, privileges, concessions, options and licences of any kind which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof.
- 3.7 To receive money (at interest or otherwise) on deposit and to receive valuables and goods and material of all kinds on deposit or loan or for safe custody.

- 3.8 To borrow or raise and to secure the payment of money for the purpose of or in connection with the Company's business in such manner as may be thought fit, and in particular by mortgage or charge or by the issue of debentures, debenture stock (either perpetual or redeemable), notes, bonds or either securities or obligations such issue to be at par or at premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit and either charged upon the Company's undertaking or all or any of the Company's property and assets (both present and future, including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company.
- 3.9 To issue and deposit any securities or obligations which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities or obligations and also by way of security for the performance of any contracts, debts, engagements, liabilities, or obligations of the Company or any of its customers or of any other persons or companies having dealings with the Company or in whose businesses or undertakings the Company is or may propose to be financially interested, whether directly or indirectly.
- 3.10 To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any person or company and, without prejudice to the generality of the foregoing, to guarantee or otherwise secure (either with or without the Company receiving any consideration and either with or without a mortgage or charge on all or any part of the undertaking property and assets present and future, including the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any subsidiary or subsidiaries for the time being of the Company or of any company which is for the time being the Company's holding company or of a subsidiary of such holding company.
- 3.11 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company or with any employees of the Company (including in such case, if thought fit, the conferring of a participation in the management or its directorate) and to give any person or company special rights or privileges in connection with or control over the Company and in particular the right to nominate one or more Directors of the Company; and to take or by any means acquire and to hold, sell or otherwise dispose of for such consideration as may be thought fit shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of and to subsidise or otherwise financially assist any such person or

company.

- 3.12 To purchase or otherwise acquire, and to carry on all or any part of the undertaking, business, property and assets and to undertake all or any of the contracts, engagements, obligations, liabilities and transactions of any person or company.
- 3.13 To pay for any property or rights acquired by the Company and for any services rendered or to be rendered to the Company either in cash (by lump sum, installments or otherwise) or by fully or partly paid-up shares (with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise) or by debentures, debenture stock, notes, bonds or other securities or obligations which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined.
- 3.14 To improve, manage, develop and turn to account and to sell, exchange, let (for rent, royalty, share of profits or otherwise) and to grant licences, easements or other rights in or over or in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company for such consideration as may be thought fit.
- 3.15 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash (by lump sum, installments or otherwise) or by fully or partly paid-up shares or stock of any company (with rights in respect of dividend or repayment of capital or otherwise) or in debentures, debenture stock, notes, bonds or other securities or obligations or partly in one mode and partly in another, and generally on such terms as may be determined; and to hold, sell, or otherwise dispose of any of the shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations so acquired.
- 3.16 To draw, make, accept, endorse, negotiate, discount or execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- 3.17 To invest and deal with the moneys of the Company immediately required for the purposes of any of its business in or upon such investments or securities and in such manner as may from time to time seem expedient.
- 3.18 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension, life assurance, retirement benefits or disability schemes, funds, policies or trusts for the benefit of, and to pay or provide, or agree to pay or provide, donations, gratuities, pensions, annuities, allowances, retirement benefits, or other like benefits or benevolent or charitable aid to any persons who are or were at any time in the employment or service of or Directors or Officers of the Company, or of any company which is a subsidiary of the Company or is its holding company or is allied to or is associated with the Company or any other such

company as aforesaid and the widows, widowers, relations and dependants of such persons, and to make, or agree to pay premiums or other payment for or towards life, endowment or other assurances for any such persons as aforesaid; and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or of any such persons as aforesaid; and to subscribe or guarantee money for any charitable or benevolent objects or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any other company which is a subsidiary of the Company or is its holding company or is a subsidiary thereof or is allied to or associated with the Company.

- 3.19 To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or Authority any rights, charters, decrees, privileges or concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, decrees and concessions.
- 3.20 To obtain any Provisional or other Order or Licence of any Authority or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purpose which may seem expedient; to support or oppose the passing of any Act of Parliament or the making of any order, Regulation or Statutory Instrument; and to institute, prosecute, defend, settle, compromise or abandon any legal proceedings to which the Company is or may be a party and to defend or support or join or assist in defending or supporting any legal proceedings whatsoever which may seem calculated to affect, directly or indirectly, the Company's interest.
- 3.21 To adopt such means of making known any of the Company's businesses or any branch or department thereof as may seem expedient, and in particular by advertising in the press, by radio, television, cinematograph or other mechanical means by circulars, by aerial advertising, by purchase and exhibition of works of art and interest, by publication of books and periodicals, by establishing exhibitions and conducting competitions and by granting prizes, awards and donations.
- 3.22 To provide facilities for and to undertake and engage in research, development, experiments and study connected with any of the businesses or objects of the Company; to establish, manage, maintain, support and subsidise and to become a member of and to subscribe to societies, associations, libraries, museums, colleges, schools, laboratories, research institutions and foundations; and to offer and grant prizes and awards and make exhibits and compete for prizes at any exhibition or show.
- 3.23 To establish, promote or acquire, or concur in establishing,

promoting or acquiring, any other company or companies for the purpose of attaining all or any of the objects of the Company or of carrying on all or any of its businesses or any branch or branches thereof or whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and liabilities of the Company or the promotion or acquisition of which shall be in any manner calculated to advance, directly or indirectly, the objects or interest of the Company; and to acquire and hold, sell or otherwise dispose of any of the shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of any such company.

- 3.24 To amalgamate, by any method of amalgamation, whether or not necessitating the winding-up of the Company, with any other company whose objects include objects similar to those of the Company.
- 3.25 To sell or dispose of the undertaking, lease, grant licences, easements and other rights over and in any other way deal with any property, assets, rights, interests and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for a rent or rents, or for shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations of any other company whether fully or partly paid up.
- 3.26 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.
- 3.27 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of the Company and of any other company established or promoted by the Company or in which the Company is interested or may propose to be interested (whether directly or indirectly) and of or incidental to the issue of capital or the raising of money for the Company or any other such company as aforesaid.
- 3.28 To procure the Company to be registered or recognized in any Dominion, Colony or Dependency and in any country or place in which it is not registered or recognized.
- 3.29 To do all or any of the above things in any part of the world, and either as principals, agents, managers, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, managers, trustees, subsidiary or associated companies or otherwise.
- 3.30 To do all such other things as are incidental or conducive to the above objects or any of them.
- 3.31 It is HEREBY DECLARED that in this Clause 3:-

- 3.31.1 The word "company", except where used in reference to the Company, shall be deemed to include any corporation, firm, partnership, association, society or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere;
- 3.31.2 The expressions "subsidiary" and "holding company" shall have the meanings respectively ascribed thereto by section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force;
- 3.31.3 Words denoting the singular number shall also include the plural and vice versa;
- 3.31.4 The objects set forth in each paragraph shall be regarded as independent objects and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- 4 The liability of the members is limited.
- 5 The Company's share capital is £10,000 divided into 10,000 shares of £1.00 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

*Changed pursuant to Section 28 of the Companies Act 1985 by special resolution of the company passed this 11th July 1988.

**Changed pursuant to Section 4 of the Companies Act 1985 by special resolution of the company passed this 11th July 1988.

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 in the capital of the Company set opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of shares taken by each Subscriber
------------------------------------	---

CLIVE VAUGHAN CHASE The Chase Sheerwater Avenue Woodham Weybridge Surrey KT15 3DS Company Director	One
---	-----

CAROL MARJORIE CHASE The Chase Sheerwater Avenue Woodham Weybridge Surrey KT15 3DS Company Director	One
--	-----

DATED 31st July 1987

WITNESS to the above signatures:-

Camilla Tomas
Genova Street 15 P:1.3
Barcelona 08026
SPAIN

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

CHASE PARKINSON LIMITED*

PRELIMINARY

- 1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.
- 1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the Company.

PRIVATE COMPANY

- 2.1 The Company is a private limited company and accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 2.2 Sub-section (1) of section 89 of the Act shall not apply to the Company.

POWER TO ISSUE SHARES

3. The directors may issue shares in the capital of the Company provided that no issue shall be made:-
- 3.1 except with the prior approval of the Company in general meeting or the prior written consent of the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company; and
- 3.2 unless the issue has been authorised pursuant to section 80 of the Act whether by Article 5 or otherwise.
4. Where the directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in the original or any

increased capital) of the Company to such persons at such times and for such consideration and generally on such terms and conditions as the directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

5. For the purposes of section 80 of the Act and of Article 3.2 the directors are unconditionally authorised to allot relevant securities (as defined in section 80 of the Act) at any time or times during the period of five years from the date of adoption of these Articles up to an aggregate amount of the share capital remaining unissued at the time of such adoption. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement.

REDEEMABLE SHARES

6. Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any general meeting unless a quorum of members entitled to vote upon the business to be transacted is present; two such members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all such members having the right to attend and vote at the meeting shall be a quorum.
- 7.2 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointer or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.
- 7.3 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

- 7.4 Regulation 54 of the Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

DIRECTORS

- 8 Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.
- 9.1 Any person may be appointed a director or any director may be removed from office:-
- 9.1.1 by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case of a holder which is a corporation, signed by any director or the secretary of the corporation, and left at or sent to the office; or
- 9.1.2 by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.
- 9.2 Every such appointment or removal by notice shall take effect on and from the date on which the same is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office.
10. If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.
11. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.
12. The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of

the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person. The directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing, any benefits pursuant to the provisions of this Article. Any director shall be entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

13. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and 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.
14. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.
15. Notice of all meetings of the directors shall be given to every director and alternate director whether or not he is for the time being absent from the United Kingdom and regulations 88 and 66 of Table A shall be modified accordingly.
16. Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

ALTERNATE DIRECTORS

- 17.1 Regulation 67 of Table A shall be read and construed as if the words "by rotation or otherwise" were omitted therefrom.
- 17.2 Regulation 68 of Table A shall be read and construed as if it contained a second sentence as follows:-
"Such notice shall take effect on and from the date on which it is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office provided that an appointment for which approval by a resolution of the directors is required shall not take effect until so approved."

DISQUALIFICATION OF DIRECTORS

18. Regulation 81 of Table A shall be read and construed if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d):-
"(d) (not being a director appointed for a fixed and still current term to a salaried employment or office in the Company) he resigns his office by notice in writing to the Company;"
and as if there were added thereto the following paragraphs (f) and (g):-
"(f) the directors resolve that he is physically and mentally incapable of performing his duties; or (g) he is removed in accordance with Article 9."

CAPITALISATION OF PROFITS

19. Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

NOTICES

20. A notice may be given by the Company to any member or director either personally or in one of the following ways:-
- 20.1 By sending it by pre-paid post to him at his registered address. A notice sent to an address within the United Kingdom shall be sent by first class post and a notice sent to an address outside the United Kingdom shall be sent by airmail. Where a notice is sent by post its services shall be deemed to be effected in the case of such service:-
- 20.1.1 to an address within the United Kingdom on the expiration of two days from the date on which the notice or document is put in the post, or
- 20.1.2 to an address outside the United Kingdom on the expiration of seven days from the date on which the notice is put in the post. In proving service it shall be sufficient to prove that the notice was properly addressed and put into the post as a pre-paid letter in accordance with the provisions hereof.

20.2

By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such a way shall be deemed to have been served on the first working day in the country of the recipient following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

WINDING-UP

21.

Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

*Changed pursuant to Section 28 of the Companies Act 1985 by special resolution of the company passed this 11th July 1988.

NAMES AND ADDRESSES OF SUBSCRIBERS

CLIVE VAUGHAN CHASE

The Chase
Sheerwater Avenue
Woodham Weybridge
Surrey KT15 3DS

Company Director

CAROL MARJORIE CHASE

The Chase
Sheerwater Avenue
Woodham Weybridge
Surrey KT15 3DS

Company Director

DATED 31st July 1987

WITNESS to the above signatures:-

Camilla Tomas
Genova Street 15 P:1.3
Barcelona 08026
SPAIN

CHASE PARKINSON LIMITED



ELECTIVE RESOLUTIONS

2191976

Written resolution of the members of the Company taken pursuant to sections 379A, 252, 366A and 386 of the Companies Act 1985 (as amended).

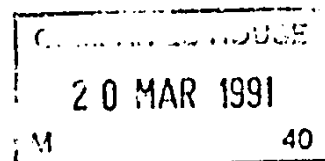
We, being all the members of the Company, do hereby elect:

1. To dispense with the laying of accounts and reports before the company in general meeting in respect of the year ending 31st December 1990 and subsequent financial years.
2. To dispense with the holding of the annual general meeting for 1991 and subsequent financial years.
3. To dispense with the obligation to appoint auditors annually.

.....  C V Chase
.....  C M Chase

DATE: 15/3/91

COMPANY NUMBER: 2191976



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contains some data which is illegible.

The poor quality has been noted but unfortunately the steps taken to improve the quality have been unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.