

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**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 letteringTo the Registrar of Companies:
(Address overleaf)

For official use

For official use

Name of company

* POTTIS LIMITED

* Insert full
name of Company

X WE, M & N SECRETARIES LIMITED
of 2 DUKE STREET, ST JAMES'S, LONDON, SW1Y 6BJ

† delete as
appropriate

~~MA~~ do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†
person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 47 Duke Street

St James's

London, SW1Y 6DD

the fifth day of May

One thousand nine hundred and Eighty Eight

before me

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

Declarant to sign below

KJ Mullner
For and on behalf of
M & N SECRETARIES LIMITED

Presenter's name address and
reference (if any):For official Use
New Companies Section

Post room

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 black letteringTo the Registrar of Companies
(Address overleaf - Note 8)

For official use

* Insert full name
of company

Name of company

* POTTIS LIMITED

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

47 DUKE STREET

ST JAMES'S

LONDON

Postcode SW1Y 6DD

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

M & N SECRETARIES LIMITED

2 DUKE STREET

ST JAMES'S

LONDON

Postcode SW1Y 6BJ

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):For official Use
General Section

Post room

COMPANIES REGISTRATION

10 MAY 1988

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

Please do not write in this margin

Name (note 3) PAULA LOUISE PRENTICE		Business occupation SECRETARIAL ASSISTANT	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 47 DUKE STREET		Date of birth (where applicable) (note 6)	
ST JAMES'S			
LONDON	Postcode	SW1Y 6DD	
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature Paula Prentice		Date 5 May 1988	

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

Name (note 3) TRACEY SUSAN BROWN		Business occupation SECRETARY	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 47 DUKE STREET		Date of birth (where applicable) (note 6)	
ST JAMES'S			
LONDON	Postcode	SW1Y 6DD	
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature		Date 5 May 1988	

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

Please do not
write in
this margin

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

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)		M & N SECRETARIES LIMITED	
Previous name(s) (note 3)			
Address (notes 4 & 7)		2 DUKE STREET	
		ST JAMES'S	
LONDON		Postcode	SW1Y 6BJ
I consent to act as secretary of the company named on page 1			
Signature		Date 5 May 1988	
		For and on behalf of M & N SECRETARIES LIMITED	

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

delete if the form is
signed by the
subscribers

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

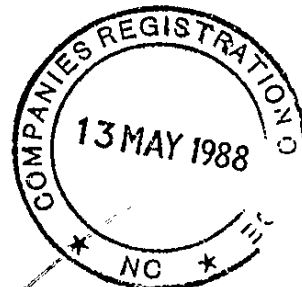
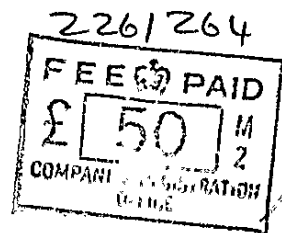
delete if the form is
signed by an agent on
behalf of the
subscribers.

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

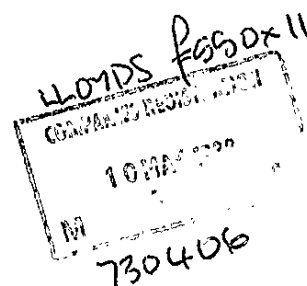
Signed	<i>Paula Perfid.</i>	Date	5 May 1988
Signed	<i>[Signature]</i>	Date	5 May 1988
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

MEMORANDUM OF
ASSOCIATION

OF POTTIS LIMITED



1. The name of the Company is Pottis Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on all or any of the business of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other Securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by Section 736 of the Companies Act 1985 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking

and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interest, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees of agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the names of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

- 4. The liability of the members is limited.
- 5. The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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

Names, Addresses and Descriptions
of the Subscribers

Number of Shares taken
by each Subscriber

PAULA LOUISE PRENTICE
47 DUKE STREET
ST JAMES'S
LONDON
SW1

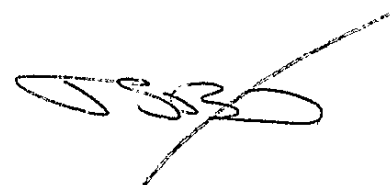
ONE



SECRETARIAL ASSISTANT

TRACEY SUSAN BROWN
47 DUKE STREET
ST JAMES'S
LONDON
SW1

ONE

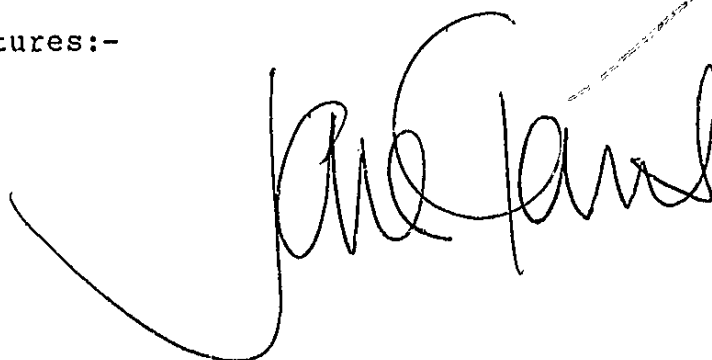


SECRETARY

Dated the 5 May 1988

Witness to the above signatures:-

JANE FANIS
47 DUKE STREET
ST JAMES'S
LONDON
SW1



ARTICLES OF
ASSOCIATION

OF POTTIS LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

PRIVATE COMPANY

2. The Company is a private limited company, and accordingly:-

- (a) No shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
- (b) No shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public.

SHARES

3. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of Section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company for the time being and the Directors may allot grant options over or otherwise dispose of such shares to such persons on such terms and in such manner as they think fit provided always that:-

- (i) Save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company.
- (ii) The Members in General Meeting may by Ordinary Resolution:
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years; but such resolution must state (or restate) the amount of shares which may be allotted under such authority or renewed authority or as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the authority or renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority).
- (iii) Notwithstanding the provisions of sub-clauses (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

4. In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the act shall not apply to the Company.

5. The proviso to Regulation 12 of Table A shall not apply to the Company.

6. Subject to the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company or the shareholder 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 agree, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise, but this Regulation shall have no effect until the relevant provisions of the Act shall have come into force.

LIEN

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

8. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

9. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of a remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

10. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

11. (a) Regulation 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Regulation 41 in Table A shall not apply to the Company.

12. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. Regulations 46 and 47 in Table A shall not apply to the Company.

DIRECTORS

14. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 13 of the Act.

15. (a) Regulation 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulations 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

16. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

17. (a) A director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

18. The office of Director shall be vacated if the Director:-

(a) Resigns his office by writing under his hand left at the Registered Office.

(b) Be found or becomes of unsound mind or becomes bankrupt or compounds with his creditors.

(c) Becomes for the time being prohibited from being a Director by reason of any order made under any of the Statutes.

(d) Is removed from office by a resolution duly passed under Section 303 of the Act.

19. Regulation 81 in Table A shall not apply to the Company.

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

21. The Directors shall manage the business of the Company, and all the powers of the Company which are not by the Statutes, these Regulations or the Regulations of Table A which apply to the Company required to be exercised by the Company in general meeting shall be exercised by the Directors.

ALTERNATE DIRECTORS

22. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

(b) A director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

INDEMNITY

23. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Regulation 118 in Table A shall not apply to the Company.

Names, Addresses and Descriptions
of the Subscribers

PAULA LOUISE PRENTICE
47 DUKE STREET
ST JAMES'S
LONDON
SW1

Paula Prentice

SECRETARIAL ASSISTANT

TRACEY SUSAN BROWN
47 DUKE STREET
ST JAMES'S
LONDON
SW1

Tracey Susan Brown

SECRETARY

Dated the 5 May 1988

Witness to the above signatures:-

JANE FANIS
47 DUKE STREET
ST JAMES'S
LONDON
SW1

Jane Fanis

FILE COPY



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

No. 2261264

I hereby certify that

POTTIS 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 23 MAY 1988

Mrs. M. Moss.
MRS. M. MOSS

an authorised officer

17-11-88

Number of Company 2261264

The Companies Act 1985

SPECIAL RESOLUTIONS

OF

POTTIS LIMITED

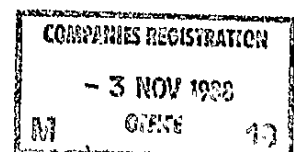
Passed 26 October 1988

Pursuant to Article 53 of Table A Companies Act 1985, the following Resolutions signed by all the Members for the time being entitled to receive Notice and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company be altered by deleting sub-clause (A) of Clause 3 thereof and substituting therefor the sub-clause set out in the annexed document.
2. That the name of the Company be changed to
THE GREAT RAIL EXPRESS CO. LIMITED

Signature *K. J. Muller*
FOR AND ON BEHALF OF M & N SECRETARIES LIMITED
SECRETARY OF THE COMPANY



Uayb/40/722483.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2261264

I hereby certify that

POTTIS LIMITED

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

THE GREAT RAIL EXPRESS CO. LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 17 NOVEMBER 1988

M. Moss
MRS. M. MOSS

an authorised officer

17-11-88

Number of Company 2261264

The Companies Act 1985



SPECIAL RESOLUTIONS

OF

POTTIS LIMITED

Passed 26 October 1988

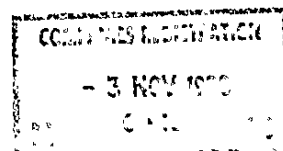
Pursuant to Article 53 of Table A Companies Act 1985, the following Resolutions signed by all the Members for the time being entitled to receive Notice and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company be altered by deleting sub-clause (A) of Clause 3 thereof and substituting therefor the sub-clause set out in the annexed document.
2. That the name of the Company be changed to THE GREAT RAIL EXPRESS CO. LIMITED

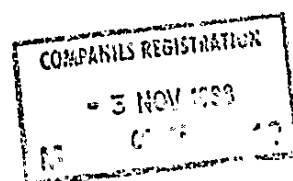
Signature

K. Muller
.....
FOR AND ON BEHALF OF M & N SECRETARIES LIMITED
SECRETARY OF THE COMPANY



Urb/40/4771.82

- (A) To carry on all or any of the businesses of travel agents, and to organise, arrange and facilitate travelling, whether by air, rail, sea, road or otherwise, and to provide passengers, travellers and tourists with hotel and other services and conveniences of all kinds; to promote, establish and organise travel clubs; to organise holidays, trips, tours and the like, to carry on the businesses of proprietors of travel bureaux, theatre booking and ticket agencies of all kinds, air charter brokers and contractors, amusement caterers, theatrical and advertising contractors, haulage and transport contractors, railway, shipping and forwarding agents and contractors, universal providers, charterers, hirers, letters on hire of, flyers for hire with and manufacturers, repairers and merchants of, and dealers in aircraft, motor cars, coaches, cabs, vans and other vehicles, boats, yachts and vessels of all descriptions; importers and exporters, merchants of and dealers in foodstuffs, produce, goods, wares and merchandise of all kinds, tobacconists and confectioners, newsagents, general caterers, laundry proprietors, hairdressers, jewellers, general merchants and traders; and to manufacture, buy, sell and deal in goods, wares, produce, merchandise and materials, 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.



G

225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

2261264.

Name of company

* THE GREAT RAIL EXPANDES CO LTD

* insert full name of company

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. 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

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

Day Month Year

3 1 1 2 1 9 9 0

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. 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 the second part of section 225(4) 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.

6. Signed

Designation†

COMPANY SECRETARY

Date

1/2/91.

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

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

For official use
D.E.B.

COMPANIES HOUSE
20 FEB 1991
M

COMPANIES HOUSE
4 FEB 1991