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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 lettering

To the Registrar of Companies

For official use

For official use

--	--	--	--

2306348

Name of company

* INTERCEDE 626 LIMITED

* insert full
name of CompanyI, BETTY PATRICIA DOREEN BAILEY
of Inveresk House, 1 Aldwych, London WC2R 0HF† delete as
appropriate

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 71 Queen Victoria Street
London
EC4V 4EB

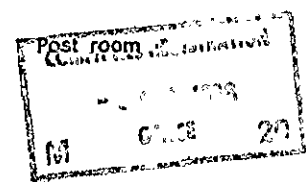
Declarant to sign below

the Third day of October
One thousand nine hundred and eighty-eight
before me Clare A. Davies
(C. A. Davies)*Bailey*

~~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):McKenna & Co
71 Queen Victoria Street
London EC4V 4EB

Ref: BPDB/9090

For official Use
New Companies Section

G

COMPANIES FORM No. 10

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

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

* Insert full name
of company

* INTERCEDE 626 LIMITED

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

INVERESK HOUSE	
1 ALDWYCH	
LONDON	
Postcode	WC2R OHF

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☒

McKENNA & CO	
INVERESK HOUSE, 1 ALDWYCH	
LONDON	
Postcode	WC2R OHF

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):McKenna & Co
71 Queen Victoria Street
London
EC4V 4EB

Ref: BPDB

For official Use
General Section

Post room

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

Please do not write in this margin

Name (note 3)	ROBERT JOHN WINDMILL			Business occupation	Solicitor
Previous name(s) (note 3)				Nationality	British
Address (note 4)	INVERESK HOUSE, 1 ALDWYCH LONDON			Date of birth (where applicable)	(note 6) N/A
	Postcode	WC2R OHF			
Other directorships †					
See attached list					
I consent to act as director of the company named on page 1					
Signature <i>R. J. Windmill</i>				Date 3 OCT 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)	BETTY PATRICIA DOREEN BAILEY			Business occupation	Chartered Secretary
Previous name(s) (note 3)				Nationality	British
Address (note 4)	INVERESK HOUSE 1 ALDWYCH LONDON			Date of birth (where applicable)	(note 6) N/A
	Postcode	WC2R OHF			
Other directorships †					
See attached list					
I consent to act as director of the company named on page 1					
Signature <i>Bailey</i>				Date 3 OCT 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 black 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) INVERESK SECRETARIES LIMITED		
Previous name(s) (note 3)		
Address (notes 4 & 7) NVERESK HOUSE		
1 ALDWYCH		
LONDON		Postcode WC2R OHF
I consent to act as secretary of the company named on page 1		
Signature <i>B. Bailey</i>		Date 3 OCT 1988

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
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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 <i>W. Lewis</i>	Date 3 OCT 1988
Signed <i>B. Bailey</i>	Date 3 OCT 1988
Signed	Date
Signed	Date
Signed	Date
Signed	Date

LIST OF DIRECTORSHIPS

R.J. WINDMILL

National Heritage Limited
Colquhoun Lowson & Company Limited
Scottish Trust Managers Limited
Gresham Street Nominees Limited
Harvey Hubbell Limited
Grelco Limited
Grelco Realisations Limited
Croft Hill Investments Limited
Oberman (Watford) Limited
LaBour Pump Company Limited
A.G. (UK) Inc.
Linhay Meats Limited
Susy Card Inc
A.G. Europe Limited
Dickensons Quality Meats Limited
Manhattan Marine Limited
Glengate - KG Properties Limited
Kumagai Gumi U.K. Limited
Detector Electronics (U.K.) Limited
Fairlawn Limited
Flogas Limited
Chattem (U.K.) Limited
Inveresk Secretaries Limited
Leaning Tower Restaurant Limited
FSG Limited
Glengate (Folkestone) Limited
Glengate (Folkestone) (No.2) Limited
Temple Court Consultants Limited

LIST OF DIRECTORSHIPS

B.P.D. BAILEY

Inveresk Secretaries Limited

Molson Breweries (UK) Limited

National Heritage Limited

Showtime The Movie Channel Limited

Showtime Limited

Pageant Enterprises (UK) Limited

Belvedale Limited

2306348



The Companies Act 1985

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

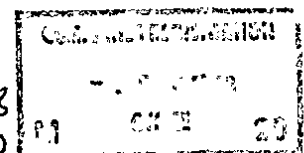
of

INTERCEDE 626 LIMITED

1. The name of the Company is "INTERCEDE 626 LIMITED"
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (1) To carry on all or any of the following businesses:
Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers for or on behalf of any individual, company, firm or other body or as

- 1 -

E1000
Dunford
012603
(20)



principals in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousers, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.

- (2) To buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- (3) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of

being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired.

- (4) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.
- (5) To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
- (6) To manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- (7) To carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company.

- (8) To purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, license or otherwise dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- (9) To enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
- (10) To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient.
- (11) To lend money to such companies with or without security and otherwise on such terms as may seem expedient.
- (12) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such

methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not.

- (13) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.
- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
- (15) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.

- (16) To promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (17) To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company).
- (18) To procure the Company to be registered or recognised in any country or place in any part of the world.
- (19) To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (20) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- (21) To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company.

- (22) To act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested.
- (23) To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever.
- (24) 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.
- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- (26) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, from the name of the Company or from the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.

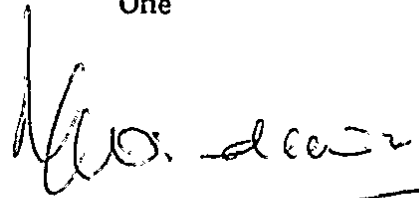
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND NUMBER OF SHARES TAKEN
DESCRIPTIONS OF SUBSCRIBERS BY EACH SUBSCRIBER

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R OHF

SOLICITOR

One



BETTY PATRICIA DOREEN BAILEY
Inveresk House
1 Aldwych
London WC2R OHF

CHARTERED SECRETARY

One

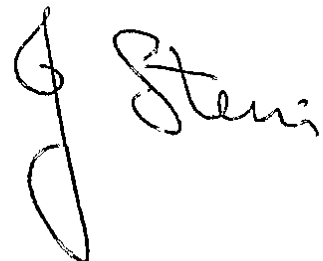


Dated this *3rd* day of *October* 1988.

Witness to the above Signatures:

JOHN STEIN
Inveresk House
1 Aldwych
London WC2R OHF

SOLICITOR



The Companies Act 1985

Company Limited by Shares

ARTICLES OF ASSOCIATION

of

INTERCEDE 626 LIMITED

INTERPRETATION

1. In these Articles:-

"The Act" means the Companies Act 1985;

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2. The Regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4. Subject to any direction to the contrary which may be given by the Company in General Meeting, the directors are unconditionally authorised to allot, create deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with Article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in General Meeting.
6. The authority conferred on the directors by Articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in General Meeting in accordance with Section 80 of the Act.
7. The provisions of Section 89(1) of the Act shall not apply to the Company.

LIEN

8. The Company shall have a first and paramount lien on every share for all monies (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 registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

9. The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

10. If a quorum is not present within half an hour of the time appointed for a General Meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time

and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

11. A poll may be demanded at any General Meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

12. On a show of hands or on a poll votes may be given either personally or by proxy.

NUMBER OF DIRECTORS

13. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

DELEGATION OF POWERS

14. The following sentence shall be inserted after the first sentence of Regulation 72 of Table A:

"Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company".

ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

16. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

APPOINTMENT AND RETIREMENT OF DIRECTORS

17. The directors shall not be subject to retirement by rotation and accordingly the final two sentences of Regulation 79 of Table A shall not apply to the Company.

18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

19. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at General Meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

20. There shall be no age limit for directors of the Company.

21. A director shall not be required to hold any qualification shares in the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is otherwise duly removed from office."

REMUNERATION OF DIRECTORS

23. Regulation 82 of Table A shall be amended by the addition of the following:

"Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine."

PROCEEDINGS OF DIRECTORS

24. Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

the following sentence:

"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom".

25. If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by these Articles, and shall do so by written resolution under his hand

and, so long as there is such sole director, Regulations 88 to 90 of Table A shall not apply to the Company and Article 23 of these Articles shall have no effect.

26. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating 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.

27. Subject to such disclosure as is required by Section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

THE SEAL

28. In accordance with Section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

NOTICES

29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111, and 112 of Table A shall be amended accordingly.

INDEMNITY

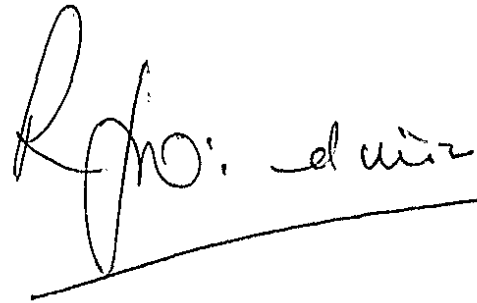
30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the

execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R 0HF

SOLICITOR



BETTY PATRICIA DOREEN BAILEY
Inveresk House
1 Aldwych
London WC2R 0HF

CHARTERED SECRETARY



Dated this 3rd day of *October*, 1988

Witness to the above Signatures:

JOHN STEIN
Inveresk House
1 Aldwych
London WC2R 0HF

SOLICITOR



FILE COPY



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

No. 2306348

I hereby certify that

INTERCEDE 626 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 18 OCTOBER 1988

P. A. Rowley
MRS P.A. ROWLEY

an authorised officer

DRAFT/JDW/G/JDW-D0068/09.09.89(1)

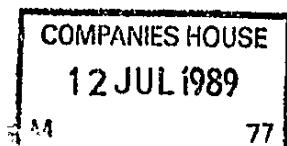
No: 2306348

The Companies Act 1985

Private Company Limited By Shares

A M E N D E D
M E M O R A N D U M
and
N E W
A R T I C L E S O F A S S O C I A T I O N
of
I N T E R C E D E 6 2 6 L I M I T E D
(Incorporated the 18th day of October 1988)

McKenna & Co
71 Queen Victoria Street
LONDON



The Companies Act 1985

No 2306348

Private Company Limited By Shares

AMENDED
MEMORANDUM OF ASSOCIATION
of
INTERCEDE 626 LIMITED

1. The name of the Company is "INTERCEDE 626 LIMITED"
2. The registered office of the Company will be situated in England.
- * 3. The objects for which the Company is established are:
 - (1) To acquire by purchase, lease, exchange, option or otherwise for development, investment, letting or resale any land, property or building ("the Property") and to

* This Memorandum of Association was altered by the substitution of a new Clause 3 pursuant to a special resolution duly passed on 13 [14] 1989.

acquire, hold, create, reserve, sell, dispose and deal in any freehold, leasehold or other interest in or right over the Property or any part thereof;

- (2) To develop, construct, demolish, reconstruct, build, alter, repair, improve, decorate, furnish, manage and let in whole or in part any buildings, offices, flats, houses and residential units erected or to be erected from time to time on the Property;
- (3) To raise finance whether or not upon the security of the Property or any interest therein or any part thereof and to mortgage, charge, dispose of, turn to account, grant licences, options, rights and privileges over or in respect of the Property or any part thereof;
- (4) To prepare the Property as a building site, to construct sewers, drains and pipes to, on or for the Property or any part thereof and to lay paving, and roads and to carry out planting on, to or for the Property or any part thereof;
- (5) To enter into contracts in connection with or identical to any purpose connected with the Property with builders, contractors, engineers, developers, architects, surveyors, lawyers, banks, financiers, estate agents, valuers, mortgage and insurance brokers and agents, builders merchants, plant hire specialists and contractors, merchants of and dealers in plant, machinery, vehicles, appliances and materials of all kinds, painters, decorators, plumbers, haulage and transport contractors, electricians, tilers and glaziers;

- (6) To enter into contracts in relation to or incidental to the Property or any part thereof with tenants and others and to supply tenants and occupiers of the Property or any part thereof with all services, conveniences and amenities, commonly required by tenants and occupiers;
- (7) To carry on in connection with or incidental to any purpose connected with the Property or any part thereof all or any of the business of building, civil engineering contractors, land estates and property developers, repairers and jobbers, estates agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, painters, decorators and plumbers, electricians and general engineers;
- (8) To carry on any other trade, activity or business whatever in connection with or ancillary to any purpose connected with the Property or any part thereof;
- (9) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of the property or any part thereof;
- (10) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (11) To enter into guarantees and contracts of indemnity, to secure or guarantee the payment of any sums of money or the performance of any obligation by any company which

is, within the meaning of Section 736 of the Companies Act 1985, a subsidiary of the Company's holding company;

- (12) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or other security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- (13) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (14) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- (15) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;

- (16) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- (17) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company;
- (18) To distribute among the Members of the Company in kind any property of the Company of whatever nature;
- (19) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited 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 from the name 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 as full a power to

exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

* 5. The share capital of the Company is £100, divided into 50 Ordinary 'A' Shares of £1 each and 50 Ordinary 'B' Shares of £1 each.

* The authorised share capital of the Company was converted from £100 divided into 100 Ordinary Shares of £1 each to £100 divided into 50 Ordinary 'A' Shares of £1 each and 50 Ordinary 'B' Shares of £1 each by a special resolution passed on 18 [May] 1989 such shares having rights as set out in the Company's Articles of Association adopted contemporaneously with such conversion.

WE, the several persons whose names and addresses are subscribed, 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 AND
NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER

ROBERT JOHN WINDMILL	One
Inveresk House	
1 Aldwych	
London WC2R OHF	
SOLICITOR	

BETTY PATRICIA DOREEN BAILEY	One
Inveresk House	
1 Aldwych	
London WC2R OHF	
CHARTERED SECRETARY	

Dated this 3rd day of October 1988.

Witness to the above Signatures:

John Stein
Inveresk House
1 Aldwych
London WC2R OHF

SOLICITOR

'B'

The Companies Act 1985

No. 2306348

Private Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION

INTERCEDE 626 LIMITED

(Adopted by Special Resolution passed on 18 May 1989)

PRELIMINARY

1. In these Articles and in Table A: -
"the Act" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force;
"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) Amendment) Regulations 1985.
2. The Company is a Private Company and accordingly any invitation to the public to subscribe for any shares or debentures is prohibited.
3. (1) The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter

contained. In the event of any ambiguity or inconsistency between such regulations and these Articles, the provisions of these Articles shall prevail.

- (2) Any proposed amendment to or variation of these Articles or of the Memorandum of Association of the Company shall be deemed to be a variation of the rights attached to the 'A' Shares and the 'B' Shares in the capital of the Company.
4. Regulations 2, 3, 8, 17, 39, 40, 41, 50, 59, 64, 73 to 80 inclusive 82, 87, 89, 93, 94 to 97 inclusive and 118 of Table A shall not apply to the Company.
5. The Company shall not have power to issue share warrants to bearer.
6. The provisions of Section 89(1) of the Act shall not apply to the Company.

SHARE CAPITAL

7. (1) The Share Capital of the Company (at the date of adoption of these Articles) is £100, divided into 50 Ordinary 'A' Shares of £1 each ("A' Shares") and 50 Ordinary 'B' Shares of £1 each ("B' Shares")
- (2) 'A' Shares and 'B' Shares shall constitute different classes of shares for the purposes of the Act but shall save as in these Articles expressly provided confer upon the holders thereof the same rights and rank *pari passu* in all respects.
- (3) All shares which pursuant to any provision of these Articles may be acquired by a holder of 'A' Shares shall be designated or redesignated 'A' Shares and all shares so acquired by a holder of 'B' Shares shall be designated or redesignated 'B' Shares.

- (4) If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.
8. (1) Unissued shares in the capital of the Company for the time being shall only be allotted as follows:-
- (a) every allotment shall be of an equal number of 'A' Shares and 'B' Shares;
 - (b) on the occasion of each allotment the 'A' Shares and the 'B' Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment;
 - (c) no shares of either class shall be issued otherwise than to members holding shares of the same class without the prior written consent of all the members;
 - (d) as between holders of shares of the same class the shares of that class being allotted shall be allotted in proportion to such holders' then existing holdings of shares of that class or in such other proportions between them as all the members holding shares of the same class shall agree in writing;
 - (e) the maximum amount of relevant securities (as defined by Section 80(2) of the Act) of the Company subsisting at the date of adoption of these Articles which the Directors may allot, grant options or subscriptions or conversion rights over or otherwise deal with or dispose of pursuant to this Article 8 shall be the authorised but as yet unissued share capital of the

Company at the date of the adoption of these Articles. The authority conferred on the Directors by this Article 8 shall expire on the day preceding the fifth anniversary of the date of the adoption of these Articles.

(2) The Company may from time to time by Special Resolution, whether or not all the shares for the time being authorised shall have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by new shares of such amount as the Special Resolution prescribes.

9. Save as provided in Article 8 hereof the Directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.

10. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share, liable to be redeemed.

11. Subject to the provisions of any statute including the Act the Company may purchase any of its own share..

12. Subject to the provisions of any statute including the Act, the Company may make a payment in respect of any redemption or purchase pursuant to Article 10 hereof or (as the case may be) Article 11 hereof of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

13. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time and in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either

alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

14. No share of any class shall be transferable except as follows:-

- (1) to a member holding shares of the same class; or
- (2) with the prior consent in writing (delivered to the Company) of all the other members of the Company; or
- (3) in the case of a corporate member, to any company which is for the time being a member of the same group, on terms that it shall prior to ceasing to be a member of the same group as the subscriber for that share or shares or (in the case of the shares allotted to the subscribers to the Company's memorandum of association the respective companies to which those shares were transferred by the subscribers to the Company's Memorandum of Association) transfer that share or shares to some other company which is a member of the same group. For the purpose of this paragraph (3) a group shall consist of a holding company (as defined by Section 736 of the Act) and each company which is a subsidiary of it (as so defined).

15. The Directors may pursuant to Regulation 24 or 26 of Table A (but not otherwise) decline to register a transfer permitted under Article 14 and shall decline to register any transfer not permitted under Article 14 hereof.

16. Any consolidation, cancellation, division and sub-division of the share capital of the Company shall be by special resolution. Regulation 32 of Table A shall be modified accordingly.

GENERAL MEETINGS

17. No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Two members present in person or by proxy (or, in the case of a member being a Corporation by representative) shall be a quorum for all purposes, provided that so long as the issued share capital of the Company is divided into 'A' Shares and 'B' Shares, one such member shall be the holder of an 'A' Share and the other the holder of a 'B' Share. Where all the holders of any such class have waived in writing the quorum requirement as concerns that class then such waiver shall be effective for the meeting or particular business specified in the waiver or otherwise as specified in the waiver.

18. (1) If within half an hour from the time appointed for any general meeting a quorum is not present the meeting shall stand adjourned to the same day 14 days thereafter (or if that day be a holiday to the next working day thereafter) and at the same time and place or to such other date time and place (not being more than 30 days nor less than 10 days after the date appointed for the adjourned meeting unless so agreed by the holders of not less than nine tenths in nominal value of the shares entitled to vote at the meeting) as the Directors may determine and if at the adjourned meeting a quorum of one holder of 'A' Shares and one holder of 'B' Shares is not present within half an hour from the time appointed for the meeting that meeting shall be dissolved.

(2) Where a meeting is adjourned under paragraph (1) of this Article for 10 days or more not less than 7 days notice of the adjourned meeting shall be given as in the case of an original meeting.

19. On a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not

being himself a member entitled to a vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder provided that:-

- (1) No 'A' Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of a 'B' Director (as defined in Article 21 hereof);
- (2) No 'B' Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of an 'A' Director (as defined in Article 21 hereof);
- (3) If at any meeting any holder of any 'A' Shares is not present in person or by proxy the votes exercisable on a poll in respect of the 'A' Shares held by members present in person or by proxy shall be pro tanto increased so that such 'A' Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the 'A' Shares if all the holders thereof were present;
- (4) If at any meeting any holder of any 'B' Shares is not present in person or by proxy the votes exercisable on a poll in respect of the 'B' Shares held by members present in person or by proxy shall be pro tanto increased so that such 'B' Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the 'B' Shares if all the holders thereof were present; and
- (5) A resolution shall not be validly passed unless at least one holder of 'A' Shares and at least one holder of 'B' Shares shall vote in its favour.

DIRECTORS

20. The Directors shall unless otherwise determined by a Special Resolution of the Company be not more than four in number nor less than two in number.

21. (1) The holder or holders of a majority of the 'A' Shares may from time to time appoint any person to be a Director but so that not more than two persons shall at any one time hold office by virtue of an appointment by the holder or holders of 'A' Shares under this Article. Each person holding office pursuant to this Article is herein called an 'A' Director.
- (2) Each 'A' Director shall hold office subject to Regulation 81 of Table A as modified by Article 26 hereof and may at any time be removed from office by the holder or holders of a majority of the 'A' Shares.
- (3) The holder or holders of a majority of the 'B' Shares may from time to time appoint any person to be a Director but so that not more than two persons shall at any one time hold office by virtue of an appointment by the holder or holders of 'B' Shares under this Article. Each person holding office pursuant to this Article is herein called a 'B' Director.
- (4) Each 'B' Director shall hold office subject to Regulation 81 of Table A as modified by Article 26 hereof and may at any time be removed from office by the holder or holders of a majority of the 'B' Shares.
- (5) Any such appointment or removal shall be made in writing under the hands of the holder or holders for the time being of the shares in whom the power of appointment or removal is vested, or their duly authorised agents and shall take effect on and from the date on which notice in writing thereof is lodged at the registered office for the time being of the Company or delivered to the Company's secretary or to a meeting of the Directors.

22. The Directors shall only be entitled to such remuneration as the Company may by ordinary resolution determine and unless the resolution determines otherwise the remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any Director who, at the request of the Directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may unanimously determine.

23. A Director (including an alternate Director) shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

POWERS AND DUTIES OF DIRECTORS

24. Subject to the provisions of the Act a Director (including an alternate Director) may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company and the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

ALTERNATE DIRECTORS

25. A person appointed as an alternate Director need not be approved by resolution of the Directors. Regulation 65 of Table A shall take effect accordingly.

DISQUALIFICATION OF DIRECTORS

26. Paragraph (e) of Regulation 81 of Table A shall not apply and in addition to the circumstances listed therein the office of Director shall be vacated if such Director is removed from office pursuant to Article 21 hereof.

PROCEEDINGS OF DIRECTORS

25. Directors may subject to these Articles meet together for the despatch of business, and adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business at any meeting of the Directors or of any committee shall comprise one 'A' Director and one 'B' Director. A person who holds office only as an alternate Director shall, if his appointer is not present, be counted in the quorum. If within half an hour from the time appointed for any such meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week (or if that day be a holiday to the next working day thereafter) and at the same time and place or to such other date time and place as a majority in number of the Directors may agree and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting that meeting shall be dissolved.

28. Questions arising at any meeting of the Directors or of any committee shall (unless otherwise agreed in writing between the shareholders and subject as otherwise provided herein) be decided by a majority of votes of the Directors present and the Chairman shall have no second or casting vote and Regulation 88 of Table A shall be modified accordingly, Provided that:

- (1) if at any meeting of the Directors or or any committee any 'A' Director is not present in person or represented by an alternate Director the votes of the 'A' Director or 'A' Directors present in person or represented by an alternate Director or alternate Directors shall be pro tanto increased so that such 'A' Director or 'A' Directors shall be

entitled to cast the same aggregate number of votes as could be cast by the 'A' Directors if they were all present;

- (2) if at any meeting of the Directors or of any committee any 'B' Director is not present in person or represented by an alternate Director the votes of the 'B' Director or 'B' Directors present in person or represented by an alternate Director or alternate Directors shall be pro tanto increased so that such 'B' Director or 'B' Directors shall be entitled to cast the same aggregate number of votes as could be cast by the 'B' Directors if they were all present.

29. The third sentence of Regulation 88 of Table A shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given to the Company addresses or be resident outside the United Kingdom.

30. The words "of filling vacancies, or" shall be omitted from Regulation 90 of Table A.

31. A resolution in writing signed by all the Directors entitled to notice of a meeting of the Directors (which resolution may consist of two or more documents in the like form each signed by one or more of the said Directors) or a resolution to which every such Director has signified his approval in writing or by cable, telegram, telex or facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. For the purposes of this Article the signature or approval of an alternate Director (if any) entitled to vote at a meeting of Directors shall suffice in lieu of the signature of the Director appointing him.

INFORMATION

32. The Directors may at any time require any person whose name is contained in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes 1988.

DIVIDENDS

33. For the purposes of shareholders' entitlement to receive dividends the 'A' shares and the 'B' shares shall be considered as separate and distinct classes and the Directors may recommend dividends of differing amounts on each class of share provided always that in so doing they shall have regard to and give effect to any agreement between the shareholders from time to time as to the proportions in which dividends shall be shared.

CAPITALISATION OF PROFITS

34. The words "with the authority of a special resolution" shall be substituted for the words "with the authority of an ordinary resolution" in Regulation 110 of Table A. On any occasion when shares are allotted and distributed credited as fully paid pursuant to the provisions of Regulation 110 of Table A as amended by this Article the shares allotted to holders of 'A' Shares shall be 'A' Shares and the Shares allotted to holders of 'B' Shares shall be 'B' Shares and Regulation 110 of Table A shall take effect accordingly.

NOTICES

35. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

WINDING UP

36. If, on a winding up, there is a division among the shareholders in specie of the whole or any part of the assets of the Company, the liquidator shall have regard to and give effect to any agreement between the shareholders as to the proportions in which such assets shall be divided between them and Regulation 117 of Table A shall be amended accordingly.

INDEMNITY

37. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him:

- (1) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or
- (2) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT JOHN WINDMILL
Inveresk House
1 Aldwych
London WC2R 0HF

SOLICITOR

BETTY PATRICIA DOREEN BAILEY
Inveresk House
1 Aldwych
London WC2R 0HF

CHARTERED SECRETARY

Dated this 3rd day of October 1988

Witness to the above Signatures:

John Stein
Inveresk House
1 Aldwych
London WC2R 0HF

SOLICITOR

The Companies Act 1985

No. 2306348

Private Company Limited By Shares

AMENDED
M E M O R A N D U M
and
N E W
A R T I C L E S O F A S S O C I A T I O N
of
I N T E R C E D E 6 2 6 L I M I T E D
(Incorporated the 18th day of October 1988)

McKenna & Co.
71 Queens Victoria Street
London EC4V 4EB
JDW-D0068

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

--	--	--	--

2,306,348

Name of company

* INTERCEDE 626 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

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	8	9
---	---	---	---	---	---	---	---

† 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 BP OLLC Designation‡ DIRECTOR Date 17.7.89

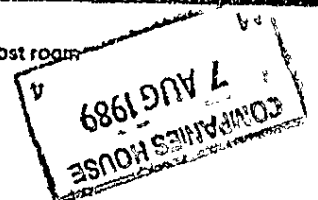
‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

McKenna & Co.
71 Queen Victoria Street
London EC4V 4EB
Ref: HI/MSB

For official Use
General Section

Post room





Company No:2306348

3/8

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of


INTERCEDE 626 LIMITED

Passed on 18th May 1989

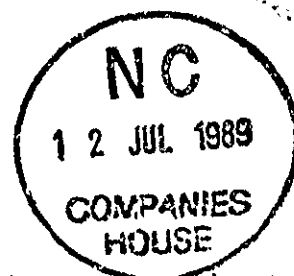
At an Extraordinary General Meeting of the above-named Company duly convened and held on 18 May, 1989 the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That, with the consent of the Registrar of Companies, the name of the Company be changed to Tarmac Clayform Limited


.....
A L Dunn
Chairman of the Meeting

JDW-D0057



RGS/540/016701

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2306348

I hereby certify that

INTERCEDE 626 LIMITED

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

TARMAC CLAYFORM LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 19 JULY 1989

M. Rose
M. ROSE

an authorised officer

No. of Company: 2306348

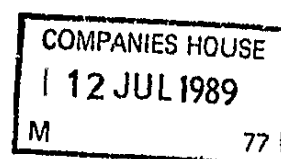
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
INTERCEDE 626 LIMITED

Passed on the 18th day of May 1989

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 25 Hill Street, London W1 on 18 May 1989 the following resolutions were duly passed as special resolutions:-

SPECIAL RESOLUTIONS

1. That the two existing issued Shares and 48 of the existing unissued Shares be converted into 50 Ordinary "A" Shares of £1 each and that the remaining 50 unissued Shares be converted into 50 Ordinary "B" Shares of £1 each, such Ordinary "A" Shares and Ordinary "B" Shares respectively having the rights attributed thereto in the Articles of Association referred to in the resolution numbered 3 below.
2. That the Company's Memorandum of Association be amended by the adoption of a new Clause 3 in the form of Clause 3 contained in the printed document marked "A" and now produced to this Meeting in substitution for and to the exclusion of the existing Clause 3 in the Company's Memorandum of Association.



3. That the regulations contained in the printed document submitted to this meeting marked "B" be and the same are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.

A handwritten signature in black ink, consisting of a stylized 'K' followed by a long horizontal stroke that curves upwards at the end. The signature is positioned above a dotted line.

CHAIRMAN

JDW-D0048



Peat Marwick

PO Box 486
1 Puddle Dock
Blackfriars
London EC4V 3PD

Telephone 071-236 8000
Telefax 071-248 6552
Telex 8811541 KPMGLO G
DX 38050 Blackfriars

Private & confidential
The Directors
Tarmac Clayform Limited
2 South Audley Street
LONDON
W1Y 6AJ

Our ref MAC/SH/RAF21 8

Contact Bernard Brown
Ext 6468

18 January 1994

2306348

Dear Sirs

Notice of resignation

As requested, we hereby give notice of our resignation as auditors of your company with effect from today.

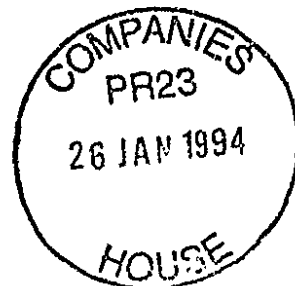
We enclose our statutory statement given in connection with our ceasing to act.

Yours faithfully

KPMG Peat Marwick

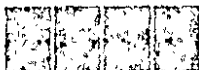
KPMG Peat Marwick

Enclosure



Certified to be a true
and accurate copy

[Signature]
Director/Secretary



Member firm of
Klynveld Peat Marwick Coopers

Registered to carry on audit work and authorised to carry on investment business by
the Institute of Chartered Accountants in England and Wales

The address for the purposes of Section 4, Business Names Act 1985 is: 1 Puddle Dock
Blackfriars, London EC4V 3PD at which a list of partners named is available for inspection

Peat Marwick

PO Box 486
1 Puddle Dock
Blackfriars
London EC4V 3PD

Telephone 071-236 8000
Telefax 071-248 6552
Telox 8811541 KPMGLO G
DX 38050 Blackfriars

Private & confidential
The Directors
Tarmac Clayform Limited
2 South Audley Street
LONDON
W1Y 6AJ

Our ref MAC/SH/RAF21 8

Contact Bernard Brown
Ext 6468

18 January 1994

Dear Sirs

Statement on ceasing to act as auditors

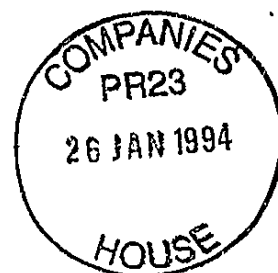
Following our resignation as auditors, we report that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

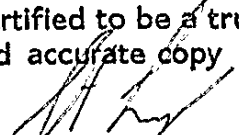
KPMG Peat Marwick

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Certified to be a true
and accurate copy


Director/Secretary



Member firm of
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Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection