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COMPANIES FORM No. 12

12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

[] [] [] []

2313954

Name of company

* insert full
name of Company

*
PRECIS (824) LIMITED

I, DAVID STEWART HODGSON, signing on behalf

of SWIFT INCORPORATIONS LIMITED

2 BACHES STREET

LONDON N1 6UB

† 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 11, SHIP STREET

BRECON,

POWYS

Declarant to sign below

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.

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

For official use

New Companies Section

Post room



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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

To the Registrar of Companies

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

For official use

Name of company

* insert full name
of company

* PRECIS (824) LIMITED

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

WATLING HOUSE	
35/37 CANNON STREET	
LONDON	
Postcode	EC4M 5SD

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

JORDAN & SONS LIMITED	
JORDAN HOUSE	
47 BRUNSWICK PLACE	
LONDON	Postcode N1 6EE

Number of continuation sheets attached (see note 1)

PRINTED AND SUPPLIED BY

JordansJORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010

Presenter's name address and
reference (if any):
Ref: JORDAN & SONS LIMITED
JORDAN HOUSE
47 BRUNSWICK PLACE
LONDON
N1 6EE


For official Use
General Section

Post room

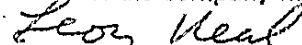


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

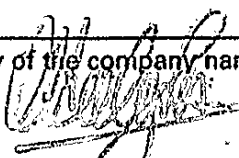
Please do not write in this margin


Name (note 3) PETER WILLIAM LONG		Business occupation SOLICITOR
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 73, EMPRESS DRIVE CHISLEHURST, KENT		Date of birth (where applicable) (note 6)
Postcode BR7 5BQ		
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 20 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) LEON NEAL		Business occupation ACCOUNTANT
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) 34 HILL CREST TUNBRIDGE WELLS, KENT		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
NEAL & OSTROM LIMITED (RESIGNED 3/7/1987)		
THE PRESENTATION OF NEW ARTISTS SOCIETY LIMITED (RESIGNED 23/7/1986)		
I consent to act as director of the company named on page 1		
Signature 		Date 20 OCT 1988

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) SWIFT INCORPORATIONS LIMITED	
Previous name(s) (note 3)	
Address (notes 4 & 7) 2 BACHES STREET, LONDON,	
Postcode N1 6EE	
I consent to act as secretary of the company named on page 1	
Signature 	Date 20 OCT 1988

Signature of agent on behalf of subscribers 	Date 20 OCT 1988
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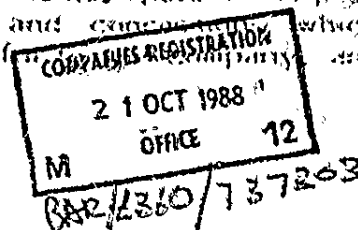
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

PRECIS (824) LIMITED

1. The Company's name is "PRECIS (824) LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependant, municipal, local or otherwise in any part of the world.
 - (B) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
 - (C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
 - (D) To acquire by any means any real or personal property or rights whatsoever.
 - (E) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
 - (F) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections, and any other rights which may appear likely to be advantageous or useful.



to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(G) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

(H) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.

(I) To lend money or give credit to such persons on such terms as may seem expedient.

(J) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.

(K) To guarantee the performance of any obligation by any person whatsoever.

(L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(M) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state, municipality, or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

(N) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporation, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(O) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, trusts, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.

(P) To procure the Company to be registered or recognised in any part of the world.

(Q) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

(R) To dispose by any means of the whole or any part of the assets of the Company.

(S) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.


AND IT IS HEREBY declared that 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 corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

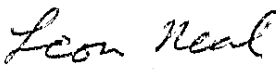
5. The Company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	---

1. 
Peter William Long,
73 Empress Drive,
Chislehurst,
Kent. BR7 5BQ.

One


2. 
Leon Neal,
34 Hill Crest,
Tunbridge Wells,
Kent.

One

Total shares taken - Two

Dated the 20 OCT 1981

Witness to the above Signatures:-


June Pattinson,
6a Maybrick Road,
Hornchurch,
Essex.

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PRECIS (824) LIMITED

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles and regulation 1 shall so apply as if reference to "these regulations" included references to these Articles. Accordingly, in these Articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these Articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. Regulations 24 and 73 to 80 (inclusive) in Table A shall not apply to the Company.

3. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

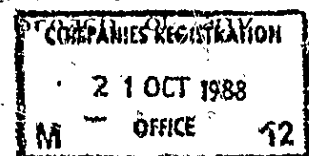
4. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

5. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the office.

6. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

7. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.

8. The removal of a director under Article 5 or 7 shall be without prejudice to any claim the director may have for contract of service between him and the Company.




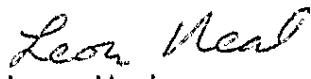
P. 3

9. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

10. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.


Names and addresses of Subscribers

- 
1. Peter William Dong
73 Empress Drive,
Chislehurst,
Kent. BR7 5BQ.

- 
2. Leon Neal,
34 Hill Crest,
Tunbridge Wells,
Kent.

Dated the 20 OCT 1984

Witness to the above Signatures:-


June Pattinson,
6a Maybrick Road,
Hornchurch,
Essex.

FILE COPY



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

No. 2313954

I hereby certify that

PRECIS (824) 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 7 NOVEMBER 1988

S. M. Phillips
S. M. PHILLIPS

an authorised officer