

G**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

To the Registrar of Companies

For official use

For official use

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

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2332678

Name of company

* insert full
name of Company

* RUNHIGH 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

The 1st day of August 1988

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.

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

For official use

New Companies Section

Post room

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

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

--

Name of company

* insert full name
of company

* RUNHIGH LIMITED

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

2 BACHES STREET	
LONDON	
Postcode	N1 6UB

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	
21 ST THOMAS STREET	
BRISTOL	
Postcode	BS1 6JS

Number of continuation sheets attached (see note 1)

--

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

For official use

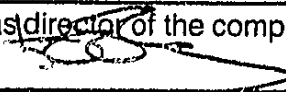
General Section

Post room

DIRECTOR

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

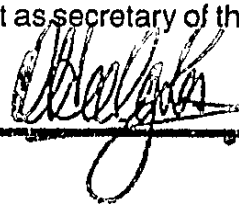
Name (note 3) INSTANT COMPANIES LIMITED		Business occupation COMPANY REGISTRATION AGENT	
Previous name(s) (note 3) NONE		Nationality UK REGISTERED	
Address (note 4) 2 BACHES STREET		Date of birth (where applicable) (note 6)	
LONDON			
Postcode N1 6UB			
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature 		(Authorised Signatory) Date 01-08-88	

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

SECRETARY

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:

Please do not
write in
this margin

Name (notes 3 & 7) SWIFT INCORPORATIONS LIMITED	
Previous name(s) (note 3) NONE	
Address (notes 4 & 7) 2 BACHES STREET	
LONDON	
Postcode	N1 6UB
I consent to act as secretary of the company named on page 1	
Signature 	(Authorised Signatory) Date 01-08-88

Signature of agent on behalf of subscribers



Date 01-08-88

[illegible]

1. The Company's name is

2. The Company's registered office is to be situated in England & Wales.

3. The Company's objects are :-

(a) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

OB
17

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) 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 any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) 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.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretieships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) 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 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.

(j) 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.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) 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.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

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

(p) 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.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) 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.

(s) 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.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (Inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

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

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) 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.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, 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 by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) 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) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

4. The liability of the Members is limited.

5. The Company's share capital is £1000 divided into 1000 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
---------------------------------------	--

For and on behalf of 1. Instant Companies Limited 2 Baches Street London N1 6UB	- One
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For and on behalf of 2. Swift Incorporations Limited 2 Baches Street London N1 6UB	- One
---	-------



Total shares taken	- Two
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Dated 01-08-88

Witness to the above signatures, Terry Jayne
2 Baches Street
London N1 6UB



PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

PRELIMINARY

1. (a) The Regulations contained in 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 (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.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) 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.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that

period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. 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 Clause 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

5. (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 Clause 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 the 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.

6. (a) Clause 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) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 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. Whenever 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 Clause 89 in Table A shall be modified accordingly.

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

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

9. (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 Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 66 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.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12. (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) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

13. (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) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

Names and Addresses of Subscribers

For and on behalf of
1. Instant Companies Limited
2 Baches Street
London N1 6UB

For and on behalf of
2. Swift Incorporations Limited
2 Baches Street
London N1 6UB

Dated 01-08-88

Witness to the above signatures, Terry Jayne
2 Baches Street
London N1 6UB

FILE COPY



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

No. 2332678

I hereby certify that

RUNHIGH 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 4 JANUARY 1989

V J Flowers
MISS V. J. FLOWERS

an authorised officer



COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

2332678

Name of company

* insert full name
of company

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 | 1 | 1 | 2

5 April
Day Month

0 | 5 | 0 | 4

30 June
Day Month

3 | 0 | 0 | 6

31 December
Day Month

3 | 1 | 1 | 2

† Delete as
appropriate

Signed

P. W. H.

[Director][Secretary]† Date

8/2/89

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

For official Use
General Section

Post room

COMPANIES HOUSE

14 FEB 1989

M

55

NUMBER OF COMPANY: 2332678



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

RUNHIGH LIMITED

At an Extraordinary General Meeting of the above named Company, duly convened and held at 80 Cannon Street, London EC4N 6LJ on 2nd February, 1989, the following Resolution was duly passed as a Special Resolution:-

THAT the name of the Company be altered to:-

Godsell, Astley & Pearce (Germany) Limited

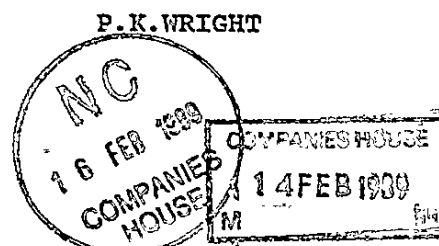
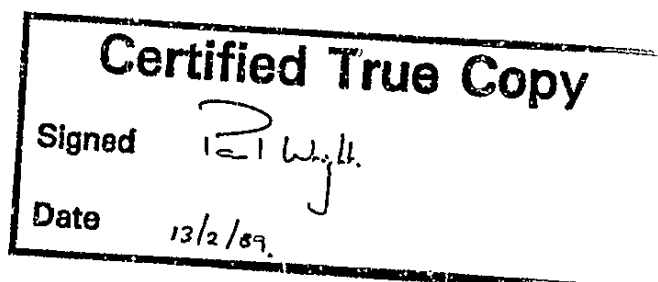
~~with effect from 2nd February 1989~~

BY THE ORDER OF THE BOARD

Registered Office
80 Cannon Street
London EC4N 6LJ

Dated: 2nd February 1989

.....
P.K. WRIGHT
SECRETARY



Key of Sect 240
001133

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2332678

I hereby certify that

RUNHIGH LIMITED

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

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 27 FEBRUARY 1989

Mrs. M. Moss
MRS. M. MOSS

an authorised officer


2232658

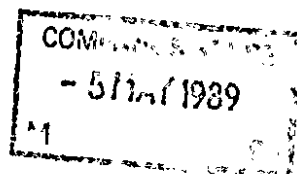
GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

Minutes of a Meeting of the Board of Directors of the above named Company held at 80 Cannon Street, London EC4N 6LJ on Wednesday 26th April 1989.

Present : G.R. Dunn
 E.C. Pank (Representing Exco Nominees Ltd
 P.K. Wright (Secretary)

1. A meeting of the Company was convened for the purposes of increasing the issued share capital of the Company.
2. IT WAS REPORTED that an application had been received from Exco International plc for 998 Ordinary Shares of £1 each and that provision for payment in full for cash at par of the shares had been made by means of a transfer between accounts of the Companies. IT WAS RESOLVED that 998 Ordinary Shares be allotted in accordance with the application, that the name of the allottee be entered in the Register of Members and that a share certificate be issued to the allottee in respect of its shareholding and that the Common Seal be affixed thereto.
3. The Secretary was instructed to file the appropriate PUC2 with the Registrar of Companies
4. There being no further business the meeting was closed.


.....
Chairman



FORM NO.PUC2 (revised)

Return of allotments of shares issued for cash

62

Pursuant to section 88(2) of the Companies Act 1985
and Part V of the Finance Act 1973

For official use

Company Number

--	--	--

2332678

Name of Company

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

Description	ORDINARY SHARES	
of shares		
A Number allotted		998
B Nominal value of each	£	1.00
C Total amount payable on each share (including premium if any)	£	1.00
D Amount paid or due and payable on each share (Take into account premium if any or part payments made)	£	1.00
E Total amount payable or due and payable (A x D)	£	998.00
F Capital duty payable on E at £1 per £100 or part of £100	£	

Date of allotment
[made on the 26/4/89]

The names, descriptions and addresses of the allottees
should be given overleaf

If you are claiming credit or relief from capital duty under section 49(5)
of the Finance Act 1973 a form No. PUC4 must be completed and
attached to this form.

☐

If you are claiming relief from capital duty under paragraphs 9 of
Schedule 19 of the Finance Act 1973 or section 151 of the Companies
Act 1985, a letter to that effect should accompany this form.

☐

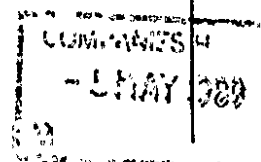
This form should not be used for shares allotted by way of bonus -
form 88(2) should be used instead.

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

Exco (Management Services) Limited
80 Cannon Street
London EC4N 8LJ

For official use
Capital Section

Post Room



Names, descriptions and addresses of the allottees

Name, description and address	Shares allotted	Description
EXCO INTERNATIONAL PLC 80 Cannon Street, London EC4N 6LJ.	998	ORDINARY SHARES
Total	998	

Where the space on the form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

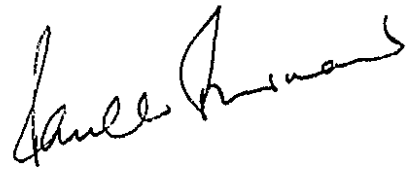
0

I hereby certify that the details entered on this form are correct.

Signed Paul Wylle

~~[Director]~~ [Secretary] Date

20/4/89



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

Adopted by Special Resolution passed
on 1st March, 1989

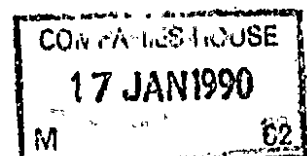
PRELIMINARY

1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

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

2. The Company is a private company. The Regulations contained in Table A save insofar as they are excluded or varied hereby, and the Regulations hereinafter contained shall constitute the Regulations of the Company.



GENERAL MEETINGS

3. In Regulation 38 of Table A, the following shall be substituted for the second paragraph:-

"The notice shall specify the time and place of the meeting, and in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. 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, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors."

In Regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.

4. With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:-

- (i) In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;
- (ii) In the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Regulation 53.

5. (1) A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

(2) In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.

DIRECTORS

6. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

APPOINTMENT AND RETIREMENT OF DIRECTORS

7. The holders or holders for the time being of more than one-half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the members or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company, or such date later than such lodgment as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.

8. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

ROTATION OF DIRECTORS

9. The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire". shall be deleted; and in Regulation 79 of Table A the second and third sentences thereof shall be deleted.

PROCEEDING OF DIRECTORS

10. Any Director or member or committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

INDEMNITY

11. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. 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 insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

Notice of Extraordinary General Meeting


NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the members of the Company will be held at 80 Cannon Street, London EC4N 6LJ on 1st March 1989 for the purposes of considering and, if thought fit, passing the following Resolution which will be proposed as Special Resolution.

SPECIAL RESOLUTION

1. THAT:-

- (1) The new Articles of Association in the form produced to the meeting and signed by the Chairman be adopted in substitution for the existing Articles of Association of the Company.

DATED: 1.1 MAR 1989


.....
Secretary

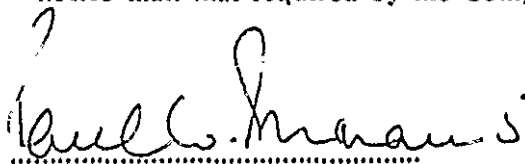
Registered No: 2332678

Registered Office: 80 Cannon Street
London EC4N 6LJ

NOTE:

A member entitled to attend and vote at the above meeting may appoint a proxy to attend and (on a poll) vote instead of him. A proxy need not also be a member of the Company.

WE, the undersigned, being holders of all the issued share capital of the above company hereby consent to the above meeting being held notwithstanding that less notice than that required by the Companies Act 1985 has been given.


.....
EXCO INTERNATIONAL PLC


.....
EXCONOMINEES LIMITED



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

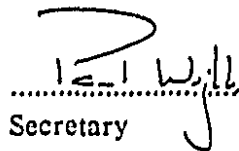
GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

At an Extraordinary General Meeting of the Company duly convened at 80 Cannon Street, London EC4N 6LJ on 1st March 1989 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

1. THAT:-

- (1) The new Articles of Association in the form produced to the meeting and signed by the Chairman be adopted in substitution for the existing Articles of Association of the Company.


.....
Secretary

WRITTEN RESOLUTIONS OF THE ORDINARY SHAREHOLDERS OF

GODSELL, ASTLEY & PEARCE (GERMANY)LIMITED

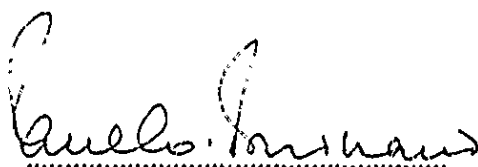
We, the undersigned, Exco International plc and Exco Nominees Limited being the holders for the time being of all the issued Ordinary Shares of the above-named Company hereby consent to the passing of the following Special Resolution at an Extraordinary General Meeting of the members of the Company notwithstanding that the special rights attaching to our shares may be varied or abrogated by the passing of the said Special Resolution.

SPECIAL RESOLUTION

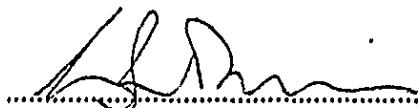
1. THAT:-

- (1) The new Articles of Association in the form produced to the meeting and signed by the Chairman be adopted in substitution for the existing Articles of Association of the Company.

Dated: 1 MAR 1989



signed for and on behalf of
Exco International plc



signed for and on behalf of
Exco Nominees Limited



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF ALL THE MEMBERS

OF

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

We, the undersigned, being together the holders of all of the issued share capital in
Godsell, Astley & Pearce (Germany) Limited, hereby resolve as follows:-

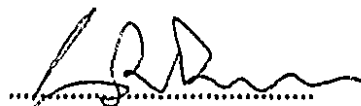
AS A SPECIAL RESOLUTION

That the Articles of Association annexed hereto and initialled for the purposes of
identification be adopted as the Articles of Association of the Company in substitution for
and to exclusion of the existing Articles of Association of the Company save where
expressly indicated in the said annexed Articles.

DATED: 1 MAR 1989



For and on behalf of
Exco International plc



For and on behalf of
Exco Nominees Limited

NUMBER OF COMPANY: 2332678

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 80 Cannon Street, London EC4N 6LJ on 21st February, 1990 the following Resolution was passed as a Special Resolution:-

THAT the name of the Company be altered to:-

Intermoney AP Ltd

~~with immediate effect.~~

BY THE ORDER OF THE BOARD

Registered Office
80 Cannon Street
London EC4N 6LJ

Date: 21st February 1990

P.K. Wright
.....
(Secretary)

P.K. Wright

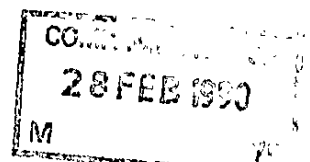
ACCEPT UNSTAMPED £4.00

DE/CN 26797

SIGNED

DATE

6/3/90



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2332678

I hereby certify that

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

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

INTERMONEY AP LTD

Given under my hand at the Companies Registration Office,
Cardiff the 13 MARCH 1990

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

FREE TO READ
20/10/90
13/3/90

GODSELL, ASTLEY & PEARCE (GERMANY) LIMITED

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the members of the Company will be held at 80 Cannon Street, London on 21st February 1990 for the purpose of considering and, if thought fit, passing the following Special Resolution:

RESOLUTION

1. THAT the name of the Company be changed to
Intermoney AP Ltd with immediate effect.

Dated: 21st February 1990

R. W. H.
Secretary
Registered No: 2332678

Registered Office: 80 Cannon Street
London EC4N 6LJ

NOTE:

A member entitled to attend and vote at the above meeting may appoint a proxy to attend and (on a poll) vote instead of him. A proxy need not also be a member of the Company.

WE, the undersigned, being holders of all the issued share capital of the above company hereby consent to the above meeting being held notwithstanding that less notice than that required by the Companies Act 1985 has been given.

Paula Thomas

EXCO INTERNATIONAL PLC

E. C. P.

EXCO NOMINEE LIMITED

RBS 410
003364

2332678



SECTION 244(5) OF THE COMPANIES ACT 1985,
AS INSERTED BY SECTION 11 OF THE COMPANIES ACT 1989

The Secretary of State in exercise of his powers under Section 244(5) of the Companies Act 1985 as inserted by Section 11 of the Companies Act 1989 extends by three months the period allowed for laying and delivering accounts of the companies listed below in relation to the accounting reference period ending 31 December 1989. It follows that the date on which the said period will now expire is 31 January 1991.

As per attached Annex to CAD 1421/90

Dated 7 OCT 1990

On behalf of the
Secretary of State
for Trade and Industry

Meldrum Investment Trust PLC	712036
Abaco Investments PLC	543C
B&C Insurance Management (Holdings) PLC	1253094
House Agent Holdings PLC (formerly Hamptons Holdings PLC)	879105
Lambert Smith Hampton (Holdings) PLC	1305726
Exco International PLC	1423001

ANNEX TO
CAD 1421/90

COMPANY NAME

COMPANY NUMBER

British & Commonwealth Banks Holdings Ltd	2352947
BCMB Data Centre Ltd	2388424
BCMB Leasing Ltd	1682491
BCMB Management Services Ltd	2268498
BCMB Property Management Ltd	2187082
Britlancing Ltd	2197215
Gate Properties Ltd	1733670
Helptrans Ltd	2264022
Mixmanta Ltd	2250594
Premier Project Management Services Ltd	2388426
Spry Finance Ltd	994174
Temptrack Ltd	2331607

Exco UK Holdings Limited	1280142
Exco Overseas Limited	1220459
NAP Holdings UK Limited	1501636

Exco Finance Limited	1401126
Exco International Agency Limited	1404358
Exco International Non-Agency Limited	1288649
Intermoney AP Limited	2332678 ✓
Astley & Pearce (Japan) Limited	1340141
Exco (Management Services) Limited	2189561

Anglo-Continental Insurance & Reinsurance Services Limited	803483
B&C Insurance Brokers (UK) Limited	308512
B&C Insurance Brokers Limited	972161
B&C Insurance Management (International) Limited	1625910
B&C Insurance Management (UK) Limited	1665771
BCIB Pension Trustees Limited	434978
Bocayster Limited	679661
British Equestrian Insurance Brokers Limited	1241932
Bryan Worrall & Company (Swansea) Limited	1158940
Bryan Worrall and Company (Cardiff) Limited	1031989
Bryan Worrall and Company Limited	927196
Bryan Worrall Financial Services Limited	2086141
Burgoyne Alford (Underwriting Agencies) Limited	1014756
Burgoyne Alford Bloodstock Brokers Limited	945819

Burgoyne Alford Broker Services Limited	978655
Burgoyne Alford Limited	1072506
Burgoyne Alford Marketing Services Limited	1145954
Burgoyne Alford Reinsurance Brokers Limited	946503
Burgoyne Alford Reinsurance Management Services Limited	999488
City Insurance Facilities Limited	733165
City Insurance Services Limited	1884588
Clubcross Limited	1599692
Collyer Smith & Day Limited	781551
Comoreco Limited	1485490
CSB (Group Management) Limited	964400
CSB (Overseas Holdings) Limited	982550
CSB (Overseas) Limited	977087
CSB (Swain) Limited	238928
D W Brown (Reinsurance Brokers) Limited	1694412
George Burrows (Group Insurance) Limited	432025
Gulf States Insurance Services Limited	916922
Hartridge Insurance Services Limited	639397
Henri Davies (Insurance Services) Limited	997216
Iranian Reinsurance Services Limited	168469
M.R.C. (Landscapes) Limited	1538276
Morgan Insurance Services Limited	1359220
Morgan, Campbell & Wright Limited	491445
Morgan, Read & Coleman (Aviation) Limited	1678363

Morgan, Read & Coleman (International) Limited	1703172
Morgan, Read & Coleman (Leasing) Limited	1552315
Morgan, Read & Coleman (P E Powell) Limited	1522368
Morgan, Read & Coleman Limited	1265994
Morgan, Read & Sharman Limited	939591
Multinational Reinsurance Limited	1223958
Norman Wilkinson Limited	438061
Offshore Insurance (Services) Limited	1578552
Parkyn Harris (Insurance Brokers) Limited	1209907
Paul Butler & Company Limited	652894
Roderic Pratt & Co Limited	541477
S I A C I London Limited	905843
Shewring Philpott & Hawkins (Independent Financial Advisors) Limited	2114977
Shewring Philpott & Hawkins (Insurance Brokers) Limited	812992
Specmill Limited	1335065
Steel Brothers & Higgins (Insurance) Limited	606860
Taylor Bradley & Co Limited	640301
Tennant Budd (Middle East) Limited	186664
Tennant Budd (Southern) Limited	1153962
Tennant Budd (Underwriting) Limited	506033
Tennant Budd Group Limited	106578
Tennant Budd Life & Pensions Brokers (Southern) Limited	1035863
Tennant Budd Reinsurance Services Limited	836997
Tennant Insurance Services Limited	245964
The Citadel (New Forest) Limited	609764
Warren & Partners Limited	503337
West Country Insurance Services Limited	624560

ANNEX TO
CAD 1481/90

Abaco Money Services Ltd	2068512
Abaco Personal Financial Services Ltd	1927508
Ablefront Ltd	2351540
ABS Management Ltd	1896408
Appraisal & Valuation Consultants Ltd	1593014
Armclear Ltd	2072151
Associated Employers Ltd	2367086
Atlantic Hotels Ltd	2088377
Atlantic Medical Brokerage ltd	2171713
Atlantic Medical Hi-Tech Ltd	2171685
Atlantic Medical Holdings Ltd	2185508
Atlantic Medical Homes Ltd	2193442
Atlantic Medical Homes (Wales) Ltd	2171745
Atlantic Medical Maintenance Ltd	2171702
Atlantic Medical Products Ltd	2171695
B&C Asset Management Ltd	2245918
B&C Group Finance Ltd	672088
B&C Insurance Management Ltd	32250
B&C Investment Holdings Ltd	2171681
B&C Nominees Ltd	2214496
B&C Properties Ltd	2181330
B&C Properties (Developments) Ltd	2209072
B&C Properties (Farms) Ltd	305672

B&C Properties (Investments) Ltd	964786
B&C Properties (Management) Ltd	596999
B&C Properties (No. 1) Ltd	2312175
B&C Properties (Stansted) Ltd	2384750
B&C Ventures Investments Ltd	2123780
Basedren Ltd	2351553
BCP Construction Ltd	2266291
BCP Estates Ltd	1115663
Birkett Stevens Colman Partnership	2152230
British & Commonwealth Dormant Holdings Ltd	361844
British & Commonwealth Securities Ltd	236672
Brown Goldie (Investments) Ltd	1796697
Caymore Investments Ltd	1493667
CGH Ltd	1529580
Chesham Hill Leasing Ltd	1389367
Chesham Hill Ltd	943302
CityWard Holdings Ltd	1903297
CityWard Planned Prosperity Ltd	1634603
Cluston Ltd	401037
Comin Ltd	585095
Deanery Management Services Ltd	1203555
Design Audit (1983) Ltd	1723738
Edenflow Ltd	1740132
FC 20	2142035
FC888 Ltd	2232806

F.M. & D Ltd	1491389
Foundry Management & Design Co Ltd	676575
Gosford Estates Ltd	2425917
Greencoat Properties (East Molesey) Ltd	1133870
Kaines Forfaiting Ltd	1992198
Lambert Smith Hampton	2199723
Lambert Smith & Partners (Leeds) Ltd	1923314
Lambert Smith & Partners (Property Consultants) Ltd	1238885
Lambert Smith & Partners (Scotland) Ltd	1305727
Manchester Auctioneering Services Ltd	2066144
Manifold Investment Holdings Ltd	1314792
Mercantile House 102 Ltd	2110593
Mercantile House 103 Leasing Ltd	1115662
Mercantile House Holdings Ltd	1059719
Mercantile House Nominees Ltd	1163962
Mercantile House (Overseas) Ltd	1115666
Mercantile Information Services Ltd	1149338
Micro Automation Systems (1984) Ltd	2067253
Milhench Crothers Ltd	2251100
Morepatty Ltd	1500266
Mott Green & Wall	2128629
Oppenheimer Fund Management Ltd	1152611

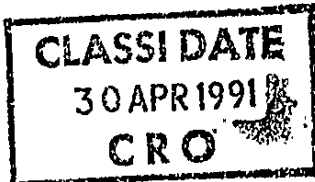
Reliability Consultants Ltd	1636835
Rex, Thompson & Partners Ltd	2268458
Robinson Manchester Ltd	2141270
Robinson Residential Ltd	2141255
Robinsons Commercial Ltd	2141266
Robinsons Commercial Manchester Ltd	2141257
Robinsons Financial Services Ltd	2141348
Robinsons Property Services	2151978
Robinsons Residential Ltd	2141261
Robinsons Residential Manchester Ltd	2141275
RTP Software Ltd	1819009
Shinetrip Ltd	2382776
Smeaton Holdings Ltd	2388047
Sorrenshire Ltd	1187412
St. Mary Axe Holdings Ltd	1167500
TA Communications Ltd	1935421
TA Group Ltd	1942021
TA Risk Management Ltd	1935420
Team-Sel Engineering Ltd	1239007
Team-Sel Holdings Ltd	1729645
Team-Sel International Ltd	1901678
Team-Sel Technology Ltd	2013327
Technical Audit Ltd	1723648
The Central Investment Company Ltd	57140
The Roylon Investment Company Ltd	360633
The Shooting Party Ltd	1682379

Troika Trading Ltd	1943995
Urnsat Overseas Investments Ltd	1149340
Urnsat Securities Ltd	1115670
Wheatdart Ltd	1949439
WHR Property Services Ltd	2141223

7835i

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2332678

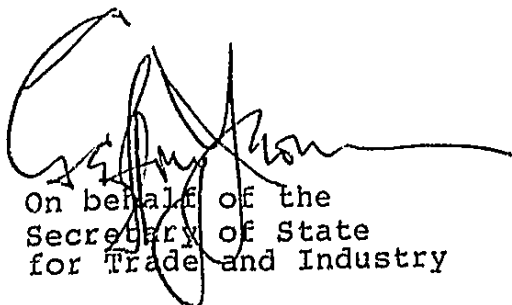


DEPARTMENT OF TRADE AND INDUSTRY

COMPANIES ACT 1985 SECTION 244(5) AS INSERTED BY SECTION 11
OF THE COMPANIES ACT 1989

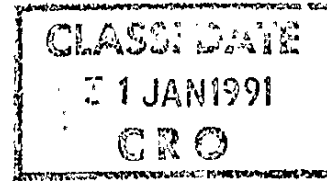
The Secretary of State in exercise of his powers under
Section 244(5) of the Companies Act 1985 extends by a
further one month the period allowed for laying and
delivering accounts of INTERMONEY AP LIMITED in relation to
the accounting reference period ending 31 March 1990. It
follows that the date on which the said period will now
expire is 31 May 1991.

Dated 30 APR 1991



On behalf of the
Secretary of State
for Trade and Industry

2332678

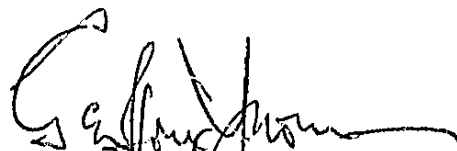


COMPANIES ACT 1985 SECTION 244(5) AS INSERTED BY SECTION 11
OF THE COMPANIES ACT 1989

The Secretary of State in exercise of his powers under Section 244(5) of the Companies Act 1985 extends by a further three months the period allowed for laying and delivering accounts of INTERMONEY AP LIMITED in relation to the accounting reference period ending 31 March 1990. It follows that the date on which the said period will now expire is 30 April 1991.

Dated

31 JAN 1991



On behalf of the
Secretary of State
for Trade and Industry

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 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

2332678

Name of company

* INTERMONEY AP LIMITED

* 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] ~~XXXXXX~~† 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	1
---	---	---	---	---	---	---	---

† 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) ~~XXXXXX~~ undertaking of
EXCO INTERNATIONAL PLC

, company number 1423001

the accounting reference date of which is 31/12

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.

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

6. Signed Paul Wall

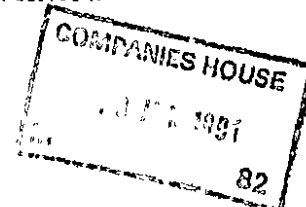
Designation‡ SECRETARY

Date 18/06/1990

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

For official use
D.E.B.

Post room



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
INTERMONEY A & P LIMITED

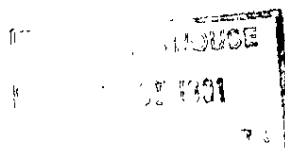
At an Extraordinary General Meeting of the Company duly convened at 80 Cannon Street, London EC4N 6LJ on 18th October 1991 the following Elective Resolutions and Special Resolutions were passed unanimously, in person or by proxy by all members entitled to attend and vote at the meeting:-

ELECTIVE RESOLUTIONS

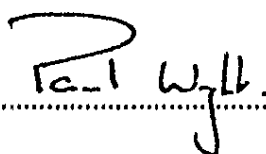
1. THAT the Company hereby elects that the provisions of Section 80A of the Companies Act 1985 shall apply to the Company, instead of the provisions of section 80(4) and (5) of the said Act, in relation to the giving or renewal, after the passing of this Resolution, of an authority under section 80 of the said Act.
2. THAT the Company hereby elects pursuant to section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the Company in general meeting.
3. THAT the Company hereby elects pursuant to section 366A of the Companies Act 1985 to dispense with the holding of annual general meetings.
4. THAT the Company hereby elects pursuant to sections 369(4) and 378(3) of the Companies Act 1985 that the provisions of sections 369(4) (a) and (b) and 378(3)(a) and (b) of the said Act shall have effect in relation to the Company as if for the references to "95%" there were substituted references to "90%".
5. THAT the Company hereby elects pursuant to section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

SPECIAL RESOLUTIONS

6. THAT the existing Articles of Association of the Company shall no longer apply to the Company and that the Articles of Association annexed hereto marked "A" and initialled by a Director of the Company be adopted as the new Articles of Association of the Company with immediate effect.



7. THAT the Directors be authorised from time to time to fix the remuneration of the Auditors for all financial years for which the Auditors are deemed to be re-appointed by virtue of section 386(2) of the Companies Act 1985 and the election made pursuant to Resolution No. 5.
8. THAT the Memorandum of Association of the Company be altered by the insertion of the clause contained in the attached document marked "B" and initialled by the Chairman of the meeting in substitution for clause 3.


..... SECRETARY

ABD

Company No: 2332678

Document A

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

INTERMONEY A & P LIMITED

PRELIMINARY

1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification 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. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.

ALLOTMENT OF SHARES

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

(B) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company at any time or times to allot any relevant securities (as defined in the said Section 80) of the Company up to a maximum nominal amount of the authorised but unissued share capital of the company at the date of the adoption of these articles, such authority to be for an indefinite period.

GENERAL MEETINGS

4. In Regulation 38 of Table A, the following shall be substituted for the second paragraph:-

"The notice shall specify the time and place of the meeting, and in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. 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, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors"

In Regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.

In Regulation 38(b) of Table A the words "ninety-five percent" shall be deleted and "ninety percent" shall be substituted therefor.

5. Regulation 53 of Table A shall not apply to the Company.

6. With respect of any written resolution pursuant to Section 381A of the Act:-

- (i) in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Section 381A:
- (ii) in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Section 381A.

7. (1) A proxy shall be entitled to vote on a show of hands and Regulations 54 of Table A shall be modified accordingly.

- (2) In Regulations 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.

DIRECTORS

8. A Director shall be entitled to vote as a Director and be counted in the quorum in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

9. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

APPOINTMENT AND RETIREMENT OF DIRECTORS

10. The holder or holders for the time being of more than one-half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either

as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgement at the registered office of the Company, or such date later than such lodgement as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.

11. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

ROTATION OF DIRECTORS

12. The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire". shall be deleted; and in Regulation 79 of Table A the second and third sentences thereof shall be deleted.

PROCEEDINGS OF DIRECTORS

13. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

INDEMNITY

14. (A) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. 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 insofar as its provision are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.

- (B) Without prejudice to the above the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company.

DIVIDENDS

15. Regulation 102 of Table A shall not apply to the Company and in Regulation 103 the word "interim" shall be deleted wherever it occurs.

3. The Company's objects are:-

(a) To carry on all or any of the businesses 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 whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) 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 any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) 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.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) 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 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.

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

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) 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.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

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

(p) To sell or otherwise dispose of the whole of 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.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) 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.

(s) 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.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits of charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any acts or omissions in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company.

(v) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(w) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

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

(y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either along or in conjunction with others.

(z) 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.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, 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 by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.

(3) 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) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.