

G

COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

[] [] [] [] [] []

2376569

Name of company

* SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LIMITED

* insert full
name of Company

I, CLARE PRIMETT

of 14 Orchard Street, Bristol. BS1 5ER

† delete as
appropriate

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

[I have acted 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 24 Orchard St
Bristol

Declarant to sign below

C. Primett

the 18th day of AprilOne thousand nine hundred and eighty-ninebefore me Judit Kelly

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):

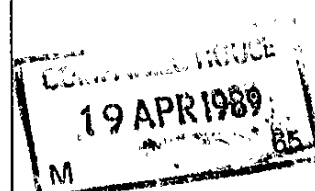
Veale Wasbrough
14 Orchard Street
Bristol BS1 5ER

(CP)

For official Use

New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

4-86 B'HAM.

5017173

**

Companies G12

**Statement of first directors
and secretary and intended
situation of registered office**

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

* SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LIMITED

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

BRUNSWICK HOUSE

UPPER YORK STREET

BRISTOL

Postcode BS2 8QB

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

X

VEALE WASBROUGH

14 ORCHARD STREET

BRISTOL

Postcode BS2 8QB

Number of continuation sheets attached (see note 1)

1

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

Veale Wasbrough
14 Orchard Street
Bristol BS1 5ER

For official use

General Section

Post room

COMPANIES HOUSE

21 MAR 1989

M 48

COMPANIES HOUSE

19 APR 1989

M

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) ROGER WILLIAM SMEDLEY		Business occupation Engineer
Previous name(s) (note 3)		Nationality British
Address (note 4) BRUNSWICK HOUSE UPPER YORK STREET BRISTOL		Date of birth (where applicable) (note 6) 21.04.35
	Postcode BS2 8QB	
Other directorships† See attached list.		
I consent to act as director of the company named on page 1		
Signature <i>R.W. Smedley</i>		Date 9.3.89

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

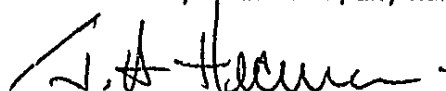
Name (note 3) WILLIAM THOMAS NEEN		Business occupation Chartered Accountant
Previous name(s) (note 3)		Nationality British
Address (note 4) BRUNSWICK HOUSE UPPER YORK STREET BRISTOL		Date of birth (where applicable) (note 6) 31.03.49
	Postcode BS2 8QB	
Other directorships† See attached list		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 9.3.89

Name (note 3) PHILIP HENRY WELLS		Business occupation Engineer
Previous name(s) (note 3)		Nationality British
Address (note 4) BRUNSWICK HOUSE UPPER YORK STREET BRISTOL		Date of birth (where applicable) (note 6) 19.04.36
	Postcode BS2 8QB	
Other directorships† See attached list		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 9.3.89

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

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

Name (notes 3 & 7) JENNIFER ANNE HEAMAN	
Previous name(s) (note 3)	
Address (notes 4 & 7) BRUNSWICK HOUSE UPPER YORK STREET BRISTOL	
Postcode BS2 8QB	
I consent to act as secretary of the company named on page 1	
Signature 	Date 9.3.89.


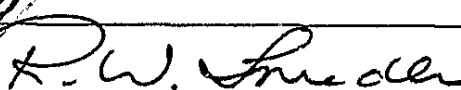
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

Delete if the form is
signed by the
subscribers.

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

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

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

Signed 	Date 9.3.89
Signed 	Date 9.3.89
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 1
to Form No. 10


Company number

Name of company

* Insert full name
of company

* SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LIMITED

Particulars of other directors (continued)

Name (note 3) JENNIFER ANNE HEAMAN		Business Occupation Company Secretary
Previous name(s)(note 3)		Nationality British
Address(note 4) BRUNSWICK HOUSE UPPER YORK STREET		Date of birth (where applicable) (note 6) 11.05.42
BRISTOL		
	Postcode BS2 8QB	
I consent to act as director of the company named above (notes 9 and 10)		
Signature 		Date 9.3.89

Particulars of other directorships

PLANSQUARE PROPERTY MANAGEMENT LIMITED

ROGER WILLIAM SMEDLEY - Directorships

SAC International plc
SAC Technology Limited
SAC Technographic Limited
SAC Consultants Limited
Plansquare Property Management Limited
Forsac Limited
Taylor Hitec Limited
Fenton Technology Design Limited
Fenton Engineering Design Limited
Fenton Technology Staff Limited
Harvey Design Company Limited
Flustam Limited
Faradens
SAC Techstaff Limited
SAC Technology Staff Limited
Engineering Support Services Limited
Polygraphic Limited
Industry Services International Limited
Focus Graphics Limited
B & R Taylor (Holdings) Limited
Taylec Limited
SAC Technical Services Limited
FEDC Limited
KFP Sales Limited
Photometron Limited

WILLIAM THOMAS NEEN - Directorships

SAC International plc
SAC Technographic Limited
SAC Technology Limited
Plansquare Property Management Limited
Forsac Limited
SAC Consultants Limited
Taylor Hitec Limited
B & R Taylor Limited
Fenton Technology Design Limited
Fenton Engineering Design Limited
Fenton Technology Staff Limited
SAC Technology Staff Limited
SAC Techstaff Limited
Engineering Support Services Limited
SAC Technical Services Limited
B & R Taylor (Holdings) Limited
Focus Graphics Limited
Harvey Design Company Limited
Flustam Limited
Faradens
Polygraphic Limited
Industry Services International Limited

PHILIP HENRY WELLS - Directorships

SAC International plc
SAC Technology Staff Limited
SAC Technical Services Limited
SAC Consultants Limited
SAC Techstaff Limited

JENNIFER ANNE HEAMAN - Directorships

Plansquare Property Management Limited

ACCEPT UNSTAMPED & - 0
NETCN 41764
SIGNED
DATE 20-4-89

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

2376569

MEMORANDUM OF ASSOCIATION

of

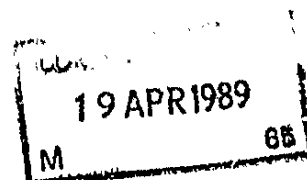
SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LIMITED

1. THE name of the Company is "SAC International Pension Scheme (Trustees) Limited".

2. THE registered office of the Company will be situate in England and Wales.

3. THE objects for which the Company is established are:-

- (1) To act as trustee (whether alone or jointly with others) of trusts or trust funds established to provide pension and other benefits for the employees or ex-employees of or other persons in any way connected with SAC International PLC Limited or its subsidiary or associated companies for the time being or its or their successors in title.
- (2) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee



of any such trusts or trust funds as aforesaid (whether gratuitously or otherwise) and to do and execute all such acts, things, deeds and instruments as may be necessary to enable the Company to carry out its duties in such capacity.

- (3) To undertake and execute any trust or discretion, the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled thereto, of any income capital or annuity, whether periodically or otherwise and whether in money or specie, in furtherance of any trust direction, discretion or other obligation or permission.
- (4) To carry on in any part of the world any other business or trade whatsoever which may seem to the Board of Directors for the time being of the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (5) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (6) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (7) To acquire and undertake the whole or any part of the business, property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on, or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.

- (8) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.
- (9) To lend money or give credit to such persons on such terms as may seem expedient.
- (10) To borrow money and to secure by mortgage, charge, or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (11) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.
- (12) 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.
- (13) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or 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 company which is a predecessor in business of the Company or of any such other company as

aforesaid, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.

- (14) To establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.
- (15) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority person or company any rights, grants, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (16) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (17) To enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.

- (18) To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.
- (19) To amalgamate with any other company.
- (20) To dispose by any means of the whole or any part of the undertaking or property of the Company.
- (21) To distribute any of the Company's property among the members in specie.
- (22) To cause the Company to be registered or recognised in any part of the world.
- (23) 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 by or through agents, trustees, sub-contractors or otherwise.
- (24) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:-

- (a) 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 not incorporated, and whether domiciled in the United Kingdom or elsewhere; and

(b) except where the context expressly so requires, none of the several paragraphs of this clause or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified or the powers thereby conferred or the name of the Company.

4. THE liability of the members is limited.

5. THE share capital of the Company is £100 divided into 100 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares taken
by each Subscriber

WILLIAM THOMAS NEEN
on behalf of:

SAC International PLC
Brunswick House,
Upper York Street,
Bristol BS2 8QB

DIRECTOR & SECRETARY
AUTHORISED SIGNATORY

One



ROGER WILLIAM SMEDLEY
Brunswick House,
Upper York Street,
Bristol BS2 8QB

R.W. Smedley

One

DIRECTOR

DATED this 10 day of April 1989

WITNESS to the above signatures:-

S. Clark

SARAH ELIZABETH CLARK
123 Orchard Road,
Kingswood,
Bristol. BS15 2TZ

ASSISTANT TO THE
COMPANY SECRETARY

THE COMPANIES ACT 1985

Company limited by shares

ARTICLES OF ASSOCIATION

- of -

SAC INTERNATIONAL
PENSION SCHEME (TRUSTEES) LIMITED

1. (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (as amended by The Companies (Tables A to F) (Amendment) Regulations 1985) (hereinafter referred to as "Table A") shall apply to the Company save where they conflict with or are modified by these Articles.

(b) Regulations 23, 24, 82, 83, 87, 81(a), 73 to 76 (inclusive) and 93 of Table A shall not apply to the Company.

(c) References in these Articles to "the Act" shall be references to the Companies Act 1985 or any statutory re-enactment of the same in force from time to time.
2. The Company is a Private Company within the meaning of the Act. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited and the Company shall not have power to issue share warrants to bearer.
3. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act at any time or times during the period of five years from the date of the adoption of these Articles to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital at such date. At the expiry of such period of five years such authority shall expire but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which could or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority.
4. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
5. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be

deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; Provided that in the case of a partly paid share the instrument of transfer must also be signed by a transferee.

6. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company entitled to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney.
7. Unless and until determined by the Company in General Meeting the Directors shall be not less than two in number.
8. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company.
9. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.
10. A Director or alternate Director need not be a Member of the Company but nevertheless shall be entitled to attend and speak at any general meeting of the Company.
11. The Directors may exercise all the powers of the Company to borrow money to give guarantees and to mortgage or charge its undertaking, property and any 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, (including its holding company).
12. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any person to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate

to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

13. A Director shall be capable of contracting or of participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 317 of the Act. A general notice to the Board given by a Director to the effect that he is a member, director or officer of a specified company or a member of a specified firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Regulation 85 of Table A shall be modified accordingly.
14. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and on such appointment being made the alternate Director, shall except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by an instrument in writing delivered at the Registered Office of the Company and signed by the appointor.

15. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.
16. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age.
17. Any Member or Members holding a majority in nominal value of such of the issued share capital of the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by him or them, or in the case of a corporate Member, by one of its directors on its behalf and left at or sent to the Registered Office of the Company, or the Company in general meeting, may at any time or from time to time appoint any person or persons to be a Director or Directors of the Company either as an additional Director or to fill any vacancy or remove any Director from office howsoever appointed.
18. Without prejudice to the powers contained in Article 17 hereof the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 81 of Table A) hold office until he is removed pursuant to Article 17.
19. The Directors may delegate any of their powers to committees, whether consisting of a Member or Members of their body or not, as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
20. A resolution in writing signed by all the Directors for the time being or by all the members of a committee of Directors for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee, duly

convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a director of such body corporate or by its duly authorised representative.

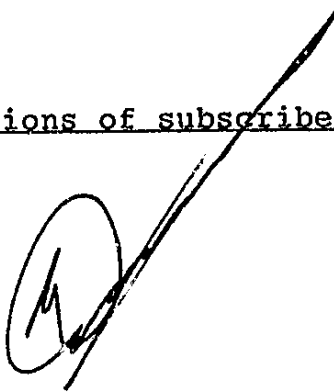
21. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall, subject as aforesaid, be automatically determined ipso facto if he ceases from any cause to be a Director.
22. A Managing Director, manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. The Directors may entrust to and confer upon any Director so appointed any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.
23. The payment of any unclaimed dividend, interest or other sum payable on or in respect of a share or shares of the Company into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

Names, addresses and descriptions of subscribers:-

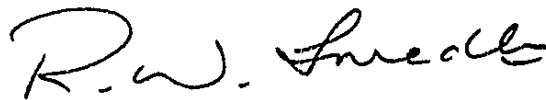
WILLIAM THOMAS NEEN
on behalf of:

SAC INTERNATIONAL PLC
Brunswick House,
Upper York Street,
Bristol BS2 8QB

DIRECTOR & SECRETARY
AUTHORISED SIGNATORY



ROGER WILLIAM SMEDLEY
Brunswick House,
Upper York Street,
Bristol BS2 8QB



DIRECTOR

Dated this 10 April 1989
Witness to the above signatures:-



SARAH ELIZABETH CLARK
123 Orchard Road,
Kingswood,
Bristol. BS15 2TZ

ASSISTANT TO THE
COMPANY SECRETARY

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2376569

I hereby certify that

SAC INTERNATIONAL PENSION SCHEME (TRUSTEES)
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 26 APRIL 1989

Mrs. M. Moss
MRS. M. MOSS

an authorised officer

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

--	--	--	--

2376569

Name of company

* insert full name
of company

* SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) 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	0	8
---	---	---	---

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

[Director][Secretary]† Date

12 October 1989

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

Post room

G**COMPANIES FORM No. 225(1)****Notice of new accounting reference
date given during the course of
an accounting reference period****225** (1)

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

[I I]

2376569

Name of company

SAC International Pension Scheme (Trustees) Limited

Give 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 as shown below:

Day Month

30

06

The current accounting reference period of the company is to be treated as shortened and will come to an end on:

Day Month Year

30

06

90

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a subsidiary of _____

the accounting reference date of which is _____

Signed S Jenkins [Director] [Secretary] Date 17.4.90

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

SAC International
Brunswick House
Upper York Street, Bristol
BS2 8QB

PENSION

For Official Use
General Section

Post Room

RECEIVED
17.4.90

Company No. 02376569

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LTD

(Passed 17 December 1990)

At an Extraordinary General Meeting of the Company held at Brunswick House, Upper York Street, Bristol the following Special Resolution was passed:

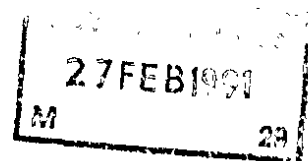
"That in accordance with Section 250 of the Companies Act 1985 the Company be exempt from the obligation to appoint Auditors as otherwise required by Section 388a of the Act".

.....*K. J. GILL*.....

Secretary

...21.12...11.....

Date



Number 2376569



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LTD

At an Extraordinary General Meeting of the members of SAC International Pension Scheme (Trustees) Ltd held at Brunswick House, Upper York Street, Bristol on 8th April 1991, IT WAS RESOLVED as a Special Resolution of the Company:

'That the name of the Company be changed to:

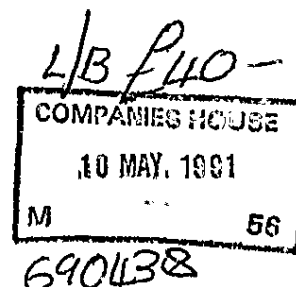
RICARDO INTERNATIONAL PENSION SCHEME (TRUSTEES) LIMITED

R.W. Snedden

Chairman

.....9/5/91.....

Date



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2376569

I hereby certify that

**SAC INTERNATIONAL PENSION SCHEME (TRUSTEES)
LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**RICARDO INTERNATIONAL PENSION SCHEME
(TRUSTEES) LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 20 MAY 1991

F. A. Joseph.
F. A. JOSEPH

an authorised officer

Number of } 2376569
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

RICARDO INTERNATIONAL PENSION
SCHEME (TRUSTEES) LIMITED

Passed 12 February, 1993.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at BRIDGE WORKS
SHOREHAM-BY-SEA

on the 12TH day of FEBRUARY, 1993, the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

THAT THE NAME OF THE COMPANY
BE CHANGED TO:

RICARDO PENSION SCHEME
(TRUSTEES) LIMITED

Signature
.....

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2376569

I hereby certify that

RICARDO INTERNATIONAL PENSION SCHEME
(TRUSTEES) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

RICARDO PENSION SCHEME (TRUSTEES) LIMITED

Given under my hand at the Companies Registration Office,

• Cardiff the 25 FEBRUARY 1993

P. A. Morgan
P.A. MORGAN (MFD)
an authorised officer

Company No. 02376569

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LTD

(Passed 17 December 1990)

At an Extraordinary General Meeting of the Company held at Brunswick House, Upper York Street, Bristol the following Special Resolution was passed:

"That in accordance with Section 250 of the Companies Act 1985 the Company be exempt from the obligation to appoint Auditors as otherwise required by Section 388a of the Act".

S. K. GILL.....

Secretary

..26.12.91.....

Date



Company No. 02376569

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LTD

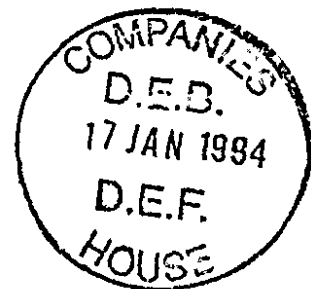
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S. K. GILL

Secretary



..26. | 2. | 91.....

Date _____

Company No. 02376569

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

SAC INTERNATIONAL PENSION SCHEME (TRUSTEES) LTD

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S. K. A. L.

Secretary

..26.12.91.....

Date

