

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

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2393718

Name of company

* JUST WILLS	Limited
--------------	---------

* insert full
name of Company

I, Gerald Lewin
of 1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

† 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 10 Lockmead Road
London N15

Declarant to sign below

the 12TH day of MAY
One thousand nine hundred and 89
before me [Signature]

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):

A. A. Company Services
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ
01-806 0077

For official Use
New Companies Section

Post room





COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

* insert full name
of company

* JUST WILLS
Limited

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

1st Floor Offices	
8-10 Stamford Hill	
London	
Postcode	N16 6XZ

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

A. A. Company Services	
1st Floor Offices	
8-10 Stamford Hill	
London	Postcode N16 6XZ

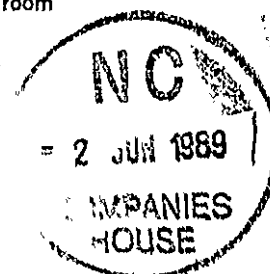
Number of continuation sheets attached (see note 1)

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

A. A. Company Services
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ
01-806 0077

For official Use
General Section

Post room



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

Please do not write in this margin

Name (note 3) Gerald Lewin		Business occupation Company Registration Agent	
Previous name(s) (note 3)		Nationality British	
Address (note 4) 1st Floor Offices 8-10 Stamford Hill London		Postcode	N16 6XZ
Other directorships †		Date of birth (where applicable) (note 6)	
BOMBER LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 10/5/89	

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

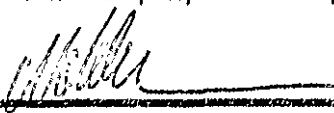
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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

Please do not
write in
this margin

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

Name (notes 3 & 7) Michael Holder		
Previous name(s) (note 3)		
Address (notes 4 & 7) 1st Floor Offices		
8-10 Stamford Hill		
London	Postcode	N16 6XZ
I consent to act as secretary of the company named on page 1		
Signature 		Date 10/5/89

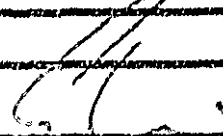
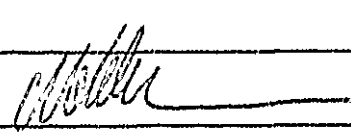
Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
		Postcode
I consent to act as secretary of the company named on page 1		
Signature		Date

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 10/5/89
Signed	Date
Signed 	Date 10/5/89
Signed	Date
Signed	Date
Signed	Date

The Companies Act, 1985
COMPANY LIMITED BY SHARES

Memorandum of Association of

JUST WILLS LIMITED

2393718



1. The name of the Company is JUST WILLS LIMITED
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company are established are:-

(a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, imports, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen; storage contractors, shipping and forwarding agents; manufacturers of and dealers in all types of equipment and machinery; dealers in property and estates; property developers and investors, property managers; to offer services of accountant, book-keeper or secretary; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors; sign makers; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, carpenters; shuttering manufacturers and erectors; joiners, public works contractors; plasterers, plumbers, electricians, shop front fitters; carpet dealers and layers; builders and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; architects; welders, sheet metal workers; double glazing and window consultants; blacksmiths, motor engineers; garage proprietors; car dealers; car hire service, taxi proprietors and operators; travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers; fishmongers and poultry merchants; dealers in health foods; farmers; florists, horticulturists; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; footwear manufacturers; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, clothing manufacturers, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists; medical suppliers; printers, publishers, stationers, advertising and publicity agents; public relation specialists, consultants, business transfer agents and employment agents; hire purchase and leasing operators; computer operators, programmers and dealers; video dealers, market research specialists; business advisers, mail order specialists; dyers and cleaners; dry cleaners, proprietors of laundrettes, excavation and demolition contractors; locksmiths, security advisers, plant hirers, scrap iron and waste merchants and commodity traders and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.

nat 6029

£200 p/c

(f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

(g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.

(h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

(i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.

(k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

(l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.

(m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

(o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

(p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.

(q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.



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

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

WE, the 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, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p>GERALD LEWIN 1st Floor Offices 8-10 Stamford Hill London N16 6XZ</p> <p>Company Registration Agent</p> 	ONE
<p>MICHAEL HOLDER 1st Floor Offices 8-10 Stamford Hill London N16 6XZ</p> <p>Company Registration Agent</p> 	ONE

Dated this 10TH day of MAY 1989

WITNESS to the above signature-

VIVIENNE LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Director



The Companies Act, 1985
COMPANY LIMITED BY SHARES
Articles of Association of

JUST WILLS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.

2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.

5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.

DIRECTORS

7. No person shall be appointed a Director at any general meeting unless:-

(a) he is recommended by the Directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.

8. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

9. 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 fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment at such annual general meeting. If not so reappointed he shall vacate office at the conclusion thereof.

10. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

13. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attended to age of seventy years or any other age.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, 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.

SECRETARY

15. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

DIRECTORS

16. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

SECRETARY

18. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

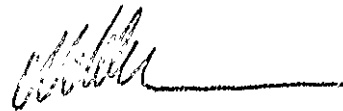
GERALD LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Registration Agent



MICHAEL HOLDER
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Registration Agent



Dated this 10th day of MAY 1989

WITNESS to the above signatures-

VIVIENNE LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Director



FILE COPY



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

No. 2393718

I hereby certify that

JUST WILLS 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 9 JUNE 1989

Mrs. M. Moss
MRS. M. MOSS

an authorised officer .

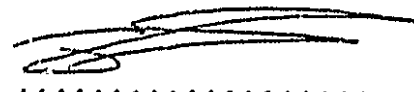
Company No. 2393718

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF JUST WILLS LIMITED

Passed 1 September 1989

At an Extraordinary General Meeting of the above named company duly convened and held at 8-10 Cricket Green, Mitcham, Surrey, the following Resolution was duly passed.

That the nominal Share Capital be increased to £100,000 by the addition thereto of 99,000 Ordinary Shares of £1 each.


.....

J de Frias
Director



Date: 1 September 1989



COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

2393718

Name of company

JUST WILLS LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 1 September 1989 the nominal capital of the company has been
increased by £11,000 beyond the registered capital of £1,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

☐

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

Signed

Designation: DIRECTOR

Date 12 SEP 1989

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

CLIVE, CLIFTON & CO.
11A WINDSOR AVENUE,
EDGWARE
MIDDLESEX HA8 8SR

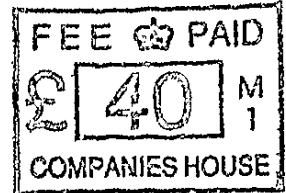
For official Use
General Section

Post room

COMPANIES HOUSE
26 NOV 1989
M

445
24/11

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS



COMPANY NUMBER 2393718

COMPANY NAME JUST WILLS LIMITED

At an ~~Extraordinary General~~ ~~Annual General~~ ~~General~~ * Meeting of the members of the above named company, duly convened and held at:

49 DARTNELL PARK ROAD WEST BYFLEET

SURREY KT14 6PR

on the 28 day of DECEMBER 19 89

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME JUST CORPORATION LIMITED

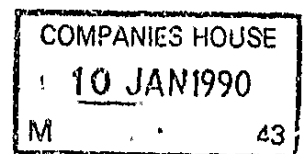
Signature: *[Signature]*
~~Chairman~~ ~~Director~~ Secretary ~~or Officer of the Company~~

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

JUST CORPORATION LIMITED
49 DARTNELL PARK ROAD
WEST BYFLEET
SURREY
KT14 6PR



LB 548702/E40

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2393718

I hereby certify that

JUST WILLS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

JUST CORPORATION LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 JANUARY 1990


J.D.M. STEPHENS

an authorised officer

AMK/RK/LSK

14 November 1991

COMPANIES HOUSE

29 NOV 1991

M

86

The Registrar of Companies
Companies House
Crown Way
Mindy
Cardiff CF3 4UZ

Dear Sir,

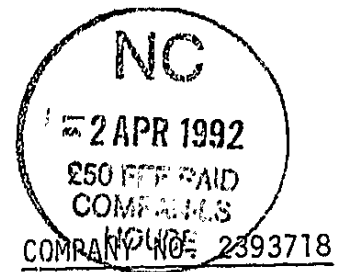
Just Corporation Limited - No: 2393718
Just Wills Plc - No: 2427464
Just Financial Services Limited - No: 2427469
Just Printing and Stationery Limited - No: 2427261
Just Private Limited - No: 2555682
Just Wills Northern Ireland Limited - No: 2512206
Just Wills Scotland Limited - No: 2498551
Just Training Limited - No: 2427259
Just Willbank Limited - No: 2476844

We hereby resign as auditors of the above companies.

There are no circumstances connected with this resignation which we consider, under Section 390 (2) (a) Companies Act 1985, should be brought to the notice of the members or creditors of the companies.

Yours faithfully,

A handwritten signature in dark ink, appearing to be 'BL' or similar, written in a cursive style.



JUST CORPORATION LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on
31st March 1992 the following resolutions were passed as to that
numbered 1 as an ordinary resolution and as to those numbered 2 and 3 as special
resolutions:-

1. That the authorised capital of the Company be increased to two hundred and fifty thousand pounds by the creation of one hundred and fifty thousand ordinary shares to rank pari passu with the existing ordinary shares in the capital of the Company.
2. That the Memorandum of Association of the Company be amended by the deletion of the existing Clause 3(a) and by the substitution therefor of the following Sub-Clause:

"To undertake the duties and rights of a trust corporation or other trustee, to undertake and execute any trusts the undertaking whereof may seem desirable; to undertake the office of receiver, executor, administrator, secretary, treasurer, committee or auditor; to keep for any company, government, authority, body or person any register relating to any stock, funds, shares or securities; to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise".

3. That the name of the Company be changed to "The Universal Trust Corporation Limited".

CHAIRMAN

HALLMARK
COMPANY
SERVICES
LIMITED
140 Tabernacle Street
London EC2A 4SD
Telephone: 01-253 0900
Fax: 01-251 0602
Drs 33869 Finsbury Square

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2393718

I hereby certify that

JUST CORPORATION LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THE UNIVERSAL TRUST CORPORATION LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 8 APRIL 1992

M. Rose
M. ROSE

an authorised officer



COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 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

[] [] [] []

2393718

Name of company

* JUST CORPORATION LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31. 3. 92 the nominal capital of the company has been
increased by £ 150,000 beyond the registered capital of £ 100,000.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

The new shares will rank pari passu with the existing shares of £1
each in the capital of the Company.

Please tick here if
continued overleafInsert: Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designations

Date

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

ADLERS
22-26 PAUL STREET
HALLOWEY REEVE & CO
COMPANY
SERVICES
LIMITED
132 Abchurch Lane
London EC4A 3DF
Telephone: 01-453 1000
Fax: 01-453 1002
Direct Line: 01-453 1000

For official use

General section

Post room



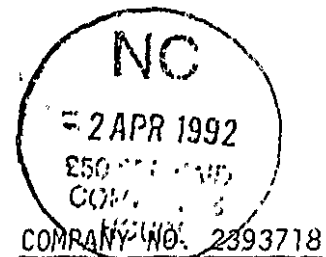
The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition
4 87 BM

5017157

Companies G123

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JUST CORPORATION LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on
31st March 1992 the following resolutions were passed as to that
numbered 1 as an ordinary resolution and as to those numbered 2 and 3 as special
resolutions:-

1. That the authorised capital of the Company be increased to two hundred and fifty thousand pounds by the creation of one hundred and fifty thousand ordinary shares to rank pari passu with the existing ordinary shares in the capital of the Company.
2. That the Memorandum of Association of the Company be amended by the deletion of the existing Clause 3(a) and by the substitution therefor of the following Sub-Clause:

"To undertake the duties and rights of a trust corporation or other trustee, to undertake and execute any trusts the undertaking whereof may seem desirable; to undertake the office of receiver, executor, administrator, secretary, treasurer, committee or auditor; to keep for any company, government, authority, body or person any register relating to any stock, funds, shares or securities; to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise".
3. That the name of the Company be changed to "The Universal Trust Corporation Limited".

.....
CHAIRMAN

HALLMARK 140 Tabernacle Street
COMPANY London EC2A 4SD
SERVICES Telephone: 01-253 0800
LIMITED Fax: 01-251 0602
Dr: 33539 Finsbury Square

Company Number: 2393718

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF THE UNIVERSAL TRUST CORPORATION LIMITED

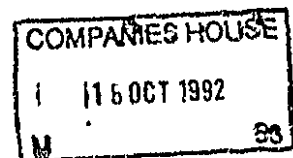
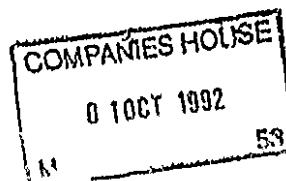
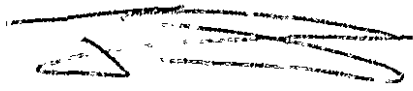
At an Extraordinary General Meeting of the above named Company duly convened and held at 46-50 Chertsey Road B4 Fleet Surrey on 21/9/92

the following Special Resolutions were duly passed, viz:

RESOLUTIONS

1. That in accordance with Section 49 of the Companies Act 1985 the Company being a Limited Company be re-registered as an Unlimited Company having a Share Capital of £250,000 divided into 250,000 Ordinary Shares of £1 each.
2. That the Memorandum of Association be amended by the deletion of Clauses 4 and 5.
3. That the regulations attached hereto, be adopted as the new Articles of Association of the Company, in substitution for the existing Articles of Association.

Chairman



RECEIVED
11 OCT 1992
L. F. I. ...



COMPANIES FORM No. 49(1)

Application by a limited company
to be re-registered as unlimited

49(1)

Please do not
write in
this margin

Pursuant to section 49(1) 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

[] [] [] []

2393718

Name of company

THE UNIVERSAL TRUST CORPORATION LIMITED

* insert full name
of company

NOTE
Alterations in the
memorandum
and articles
should be set
out overleaf

applies to be re-registered as unlimited.

The following documents are attached in support of this application for the company to be re-registered as unlimited:

1. Signed assents by or on behalf of all the members of the company (Form No. 49(8)(a))
2. A statutory declaration made by the directors of the company in compliance with section 49(8)(b) of the above Act^s
3. A printed copy of the company's memorandum incorporating the alterations set out overleaf
4. [A printed copy of the company's articles incorporating the alterations set out overleaf]^t[Printed articles for registration, the company not having previously registered articles].^t

^s a non-prescribed
form of Statutory
Declaration (Form
No. 49(8)(b)) is
available

Nominal share capital (if any) provided
for in the articles as altered

£ 250,000

^t delete as
appropriate

Signed

[Director][Secretary] Date 21.9.92

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

HALLMARK
COMPANY
SERVICES
LIMITED
140 Tabernacle Street
London EC2A 4SD
Telephone: 01-253 0800
Fax: 01-251 0602
Dx: 33869 Finsbury Square

For official Use
General Section

£50.

COMPANIES HOUSE

Post room

11 OCT 1992

M

RS

Bank LEUNI/001610/150

Alterations in the memorandum

Please do not
write in this
margin

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

That the Memorandum of Association was amended
by the deletion of clauses 4 and 5.

(An amended copy of memorandum of Association
is attached herewith)

Alterations in the articles

i) That the Articles of Association was amended
as follows:-

(a) the adoption of the following clause as Article 5;
The share capital of the company is £250,000
divided into 250,000 shares of £1 each

(b) the adoption of clause 6 requiring that
the alteration of share capital must be
authorised by passing a special Resolution.

(An amended copy of the Articles of Association
is attached herewith)

G

COMPANIES FORM No. 49(8)(a)

**Members' assent to company
being re-registered as unlimited**

49(8)(a)

Please do not
write in this
margin

Pursuant to section 49(8)(a) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1111

2393718

Name of company

* insert full name
of company

THE UNIVERSAL TRUST CORPORATION LIMITED

We, being all the members of the company assent to the company being
re-registered as unlimited

Signature of member (or
person lawfully authorised
to sign on his behalf)

1 Full name of member	JUSTIAN FRANCIS de FRIAS
Address	49 JARVELL PARK ROAD WESTBYFLEET SURREY KT14 6PR
2 Full name of member	ANNE ELIZABETH de FRIAS
Address	49 JARVELL PARK ROAD WEST BYFLEET SURREY KT14 6PR
3 Full name of member	
Address	
4 Full name of member	
Address	

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

HALLMARK 140 Tabernacle Street
COMPANY London EC2A 4SD
SERVICES Telephone: 01-253 0800
LIMITED Fax: 01-251 0602
Dix 33869 Finsbury Square

For official Use
General Section

Post room

COMPANIES HOUSE
16 OCT 1992
M 53

Signature of member (or
person lawfully authorised to
sign on his behalf)

Please do not write
in this margin

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

5 Full name of member

Address

6 Full name of member

Address

7 Full name of member

Address

8 Full name of member

Address

9 Full name of member

Address

10 Full name of member

Address

11 Full name of member

Address

12 Full name of member

Address

13 Full name of member

Address

Please enter in box
opposite, the number of
continuation sheets attached.



G

COMPANIES FORM No. 49(8)(b)

Form of Statutory Declaration by directors as to members' assent to re-registration of a company as unlimited

49(8)(b)

Please do not
write in
this margin

Note. This form is not prescribed
but has been prepared for those who wish to use it

Pursuant to section 49(8)(b) 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

1111

2393718

Name of company

* insert full name
of company

THE UNIVERSAL TRUST CORPORATION LIMITED

I/We JUSTIAN FRANCIS DE LINDS

of 49, MARSHALL PARK ROAD

WEST BY EIGHT SQUARE LONDON W14 6PR

and ANNE ELIZABETH DE LINDS

of 49, MARSHALL PARK ROAD

WEST BY EIGHT SQUARE LONDON W14 6PR

† delete as
appropriate

[the sole director] [all the directors]† of the above company do solemnly and sincerely declare
that the persons by whom or on whose behalf assent has been given on the attached Form
No.49(8)(a) to the company being re-registered as unlimited constitute the whole membership of
the company, and
that where any of these persons has not himself subscribed the form of assent, we have taken
all reasonable steps to satisfy myself/ourselves that each person who subscribed it on behalf of a
member was lawfully empowered to do so.

And we 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 46 Queen Anne Street
London W1M 9LJ

Declarant(s) to sign below

the THIRTEENTH day of OCTOBER
one thousand nine hundred and NINETY TWO
before me PAUL DEED

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):

HALLMARK 140 Tabernacle Street
COMPANY London EC2A 4SD
SERVICES Telephone: 01-253 0800
LIMITED Fax: 01-251 0602
Dx: 33869 Finsbury Square

For official Use
General Section

Post room

COMPANIES HOUSE
116 OCT 1992
M 53

THE COMPANIES ACTS 1985 TO 1989

UNLIMITED COMPANY HAVING A SHARE CAPITAL

~~MEMORANDUM~~
~~RESOLUTION OF THE BOARD~~

OF THE UNIVERSAL TRUST CORPORATION

(As amended Special Resolution passed 21/9/92 ;

1. The name of the Company is The Universal Trust Corporation
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company are established are:-
 - (A) To undertake the duties and rights of a trust corporation or other trustee, to undertake and execute any trusts the undertaking whereof may be desirable; to undertake the office of receiver, executor, administrator, secretary, treasurer, committee or auditor; to keep for any company, government, authority, body or person any register relating to any stock, funds, shares or securities; to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.
 - (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.
 - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
 - (d) To apply for, register or by any other means acquire any patents, patent rights, brevet d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
 - (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
 - (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
 - (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or

complementary to the business of the Company or any part thereof.

- (h) To subscribe for, take, purchase and otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount, execute bills, warrants, notes, other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

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, ADDRESS AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares
taken by each subscriber

GERALD LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

ONE

Company Registration Agent

MICHAEL HOLDER
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

ONE

Company Registration Agent

Dated this 10th May 1989

Witness to the above signatures:-

VIVIENNE LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Director

THE COMPANIES ACTS 1985 TO 1989

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE UNIVERSAL TRUST CORPORATION

(As adopted by Special Resolution passed

21/9/92,

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 32, 34, 35, 64, 73 to 77 (inclusive) 94 to 97 (inclusive) and the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company, but the Regulations hereinafter contained together with the remaining Regulations of Table A, subject to the modifications hereinafter expressed, constitute the regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

INTERPRETATION

4. In Regulation 1 of Table A there shall be inserted before the words "office" and "Secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any articles adopting in whole or in part the same".

SHARE CAPITAL

- 5.* The share capital of the Company is £250,000 divided into 250,000 shares of £1 each.
6. The Company may by special resolution.
 - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
- * By Ordinary Resolution passed 31st March 1992 the Share Capital of the Company was increased from £1,000.

(d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

(e) reduce its share capital and any share premium account in any way.

SHARES

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

(i) Save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;

(ii) The Members in General Meeting may by Ordinary Resolution:

(a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such resolution must state (or restate) the amount of shares which may be allotted under such authority or renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the authority or renewed authority will expire;

(b) revoke or vary any such authority (or renewed authority);

(iii) Notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

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

8. In accordance with section 91 of the Act Sections 89(1) and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot grant options over or otherwise dispose of the

same to such persons on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors eventually be offered in the manner aforesaid.

LIEN

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

TRANSFER OF SHARES

10. Any share may be transferred by a member to his or her spouse or lienal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.
11. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

NOTICE OF GENERAL MEETINGS

12. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.

PROCEEDINGS AT GENERAL MEETINGS

13. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need

not also be a Member. Regulation 38 of Table A shall be modified accordingly.

14. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.
15. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
16. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
17. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
18. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock and any other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.
20. There shall be inserted in Regulation 87 between the words "The Directors" and "may" the words "on behalf of the Company".

DIVIDENDS

20. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF LIMITED COMPANY
AS UNLIMITED

No 2393718

I hereby certify that

THE UNIVERSAL TRUST CORPORATION LIMITED.

formerly registered as limited, has this day been re-
registered under the Companies Act 1985 as unlimited under
the name of

THE UNIVERSAL TRUST CORPORATION.

Given under my hand at Cardiff the 4TH NOVEMBER 1992

HA Jelliman

HA JELIMAN

An Authorised Officer