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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

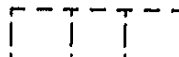
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



2404350

Name of company

* PRIESTGATE SERVICES (No. 81) LIMITED

* insert full
name of Company

I, Anne Elizabeth Elliott

of 7/8 Priestgate, Darlington, Co. Durham

† 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 Darlington County Durham

Declarant to sign below

the Twenty-Ninth day of June

One thousand nine hundred and eighty nine

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.

T. W. HARRISON

Solicitor

MARTIN L. COHEN & CO.

Darlington

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

LATIMER HINKS MARSHAM & LITTLE
7/8 PRIESTGATE
DARLINGTON
CO. DURHAM DL1 1NL

AEE/MLE/SB

For official Use

New Companies Section

Post room



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COMPANIES FORM No. 10

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

Pursuant to section 10 of the Companies Act 1985

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

* PRIESTGATE SERVICES (No. 81) LIMITED

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

7/8 PRIESTGATE, DARLINGTON, CO. DURHAM.

Postcode DL1 1NL

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

LATIMER, HINKS, MARSHAM & LITTLE

7/8 PRIESTGATE, DARLINGTON, CO. DURHAM.

Postcode DL1 1NL

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):LATIMER HINKS MARSHAM & LITTLE
7/8 PRIESTGATE
DARLINGTON
CO. DURHAM DL1 1NL

Page 1 AFF/MLE/SB


For official Use
General Section

Post room

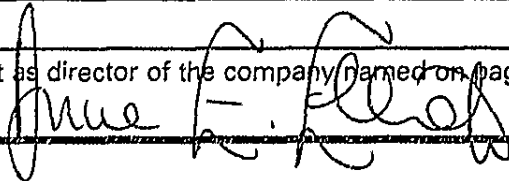


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) <u>Peter Cuthbertson</u>		Business occupation	
		Solicitor	
Previous name(s) (note 3)		Nationality	
Address (note 4) <u>7/8 Priestgate</u>		British	
<u>Darlington</u>		Date of birth (where applicable)	
<u>Co. Durham</u>	Postcode <u>DL1 1NL</u>	(note 6)	
Other directorships †			
<u>PRIESTGATE SERVICES (NO. 72) (No. 75) (No. 76) (No. 77)</u>			
<u>(No. 78) and (No. 79) LIMITED</u>			
I consent to act as director of the company named on page 1			
Signature <u></u>		Date <u>28th June 1989</u>	

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

Name (note 3) <u>Anne Elizabeth Elliott</u>		Business occupation	
		Solicitor	
Previous name(s) (note 3)		Nationality	
Address (note 4) <u>7/8 Priestgate</u>		British	
<u>Darlington</u>		Date of birth (where applicable)	
<u>Co. Durham</u>	Postcode <u>DL1 1NL</u>	(note 6)	
Other directorships †			
<u>PRIESTGATE SERVICES (No. 72) (No. 75) (No. 76) (No. 77)</u>			
<u>(No. 78) and (No. 79) LIMITED</u>			
I consent to act as director of the company named on page 1			
Signature <u></u>		Date <u>28th June 1989</u>	

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

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this margin

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

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		Anne Elizabeth Elliott	
Previous name(s) (note 3)			
Address (notes 4 & 7) 7/8 Priestgate			
Darlington			
Co. Durham		Postcode	DL1 1NL
I consent to act as secretary of the company named on page 1			
Signature		Date 28th June 1989	

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 28th June 1989
Signed	Date 28th June 1989
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985



2404350

PRIVATE COMPANY, LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

PRIESTGATE SERVICES (No.81) LIMITED

1. The Company's name is "Priestgate Services (No. 81) Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are :-
 - (A) (i) To make, sell, distribute, let on hire or hire purchase or deal in or repair, maintain or alter, any article of any description.
 - (ii) To carry on the trade or business of Builders and Contractors for construction work of all kinds and as Demolition Contractors, Engineers, Hauliers, Garage Proprietors, Club Proprietors, Caravan

Site Operators, Hotel and Restaurant Keepers, Farmers, Travel Agents, Insurance Brokers, Consultants of all kinds and providers of services of any description.

- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to any of the businesses of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and take options over any property whatever real or personal and any rights or privileges of any kind whatever.
- (D) To improve, manage, build on, 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.
- (E) To acquire or undertake on any terms the whole or any part of the business, goodwill, assets and liabilities of any person, firm or company carrying on or proposing to carry on any business or transaction which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company.
- (F) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, mutual assistance or otherwise

with any such person, firm or company as is described in (E) above.

- (G) To apply for, register, purchase, or by any 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, designs, trade marks, protections and concessions and to disclaim, modify, alter, 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.
- (H) To subscribe for, take, purchase or otherwise acquire, and to place and underwrite shares, stock, debentures, debenture stock, bonds, obligations or securities of any sort issued or guaranteed by any company constituted or carrying on business anywhere in the world, and debentures, debenture stock, bonds, obligations or securities of any sort issued or guaranteed by any government or authority, local, municipal or otherwise, anywhere in the world.
- (I) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit and to hold or otherwise deal with any investments made.
- (J) To lend and advance money or give credit on any terms and with or without security to any company, firm or person (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 company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(K) 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.

(L) 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 city, 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 a 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, husbands, widowers, 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 such persons and of their wives, widows, husbands, widowers, 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.

- (M) To draw, make, accept, indorse, negotiate, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (N) 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 constitution of the Company, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (O) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the attainment of the objects of the Company 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 it desirable to obtain; and to

carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges and concessions.

- (P) To sell or otherwise howsoever dispose of the property, assets, business or undertaking of the Company or any part thereof for such consideration as the Company may think fit, whether shares, debentures or securities of any company acquiring the same or any other consideration.
- (Q) to establish or promote any other company or companies for the purpose of acquiring all or any part of the property, assets, business or undertaking or any of the liabilities of the Company or for any other purpose which may seem likely to assist or benefit the Company or enhance the value of any of its assets, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company; 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.
- (S) To pay for any rights or property acquired by the Company, and to remunerate any company, firm or person whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (T) 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.

- (U) To act as agents or brokers and as trustees for any company, firm or person, and to undertake and perform subcontracts.
- (V) To distribute among the members in specie any property of the Company of whatever nature.
- (W) To procure the registration or recognition of the Company 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 principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction howsoever with others.
- (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

Each and every one of the objects set forth in each sub-clause of this Clause shall be an independent object, and shall be given the widest interpretation, and accordingly shall in no way be limited or restricted (except where the context expressly so requires) by reference to or inference from the terms of



any other object or objects set forth in the same sub-clause or from the terms of any other sub-clause of this Clause or from the name of the Company; and the Company shall have as full a capacity to carry out each and every one of such objects in as full and ample a manner as though it was the object of a separate and distinct company.

The word 'company' in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £100,000 divided into 100,000 shares of £1.00 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
 Peter Cuthbertson 7/8 Priestgate Darlington Co. Durham DL1 1NL Solicitor	One
 Anne Elizabeth Elliott 7/8 Priestgate Darlington Co. Durham DL1 1NL Solicitor	One

DATED 28th June 1989

Witness to the above signatures,

M.L. Everitt
7/8 Priestgate
Darlington
Co. Durham DL1 1NL
Legal Assistant



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

A R T I C L E S O F A S S O C I A T I O N

O F

PRIESTGATE SERVICES (No. 81) LIMITED

INTRODUCTION

1. In these Articles:-

"The Act" means the Companies Act 1985, but any reference to any provision of the Act shall be deemed to include a reference to any statutory re-enactment or modification of that provision 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 regulations contained in Table A, with the exception of regulations 23, 25, 28, 40, 41, 44, 53, 64 to 69 (both inclusive), 73 to 81 (both inclusive), 87, 89, 93 to 97 (both inclusive), 100 and 118, shall apply to the Company save in so far as they are varied hereby and such regulations (save as so varied) together with the Articles herein set out shall constitute the Articles of Association of the Company. No other regulations shall apply to the Company.

SHARES

3. The Company is a private limited company and accordingly shall not offer to the public any shares in or debentures of the Company or allot or agree to allot any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
4. (A) The directors shall have unconditional authority under section 80 of the Act:-
- (i) to exercise generally any power of the Company to allot relevant securities, as defined in that section; and
 - (ii) to make any offer or agreement which will or might require relevant securities to be allotted after the authority expires.

This authority extends to the amount of the nominal share capital with which the Company is incorporated and shall expire on the date falling 5 years from the date of incorporation of the Company. It

may be revoked, varied or renewed by the Company in general meeting.

- (B) In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (both inclusive) of the Act shall not apply to the Company.
- (C) Except as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may (subject to the provisions of any statute affecting the Company) allot, grant options over or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and in such manner as they may determine.
5. The lien conferred by regulation 8 in Table A shall attach also to fully paid shares, and the Company shall also have a first and paramount lien on every share, 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 or one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Regulation 8 in Table A shall be varied accordingly.

TRANSFER OF SHARES

6. (A) The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. Any instrument of transfer which is registered may be retained by the Company.

- (B) The directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.
- (C) If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
- (D) Any direction (by way of renunciation, nomination or otherwise), by a person entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself shall, for the purpose of paragraph (B) above of this Article, be deemed to be a transfer of those shares, and the directors shall accordingly be entitled likewise to decline to register such other person as the holder thereof.
- (E) No share shall be issued or transferred to any person who is suffering from mental disorder or is bankrupt. For the purpose of this paragraph, a person is to be treated as suffering from mental disorder if, in the event that he was a director, he would vacate office under Article 18(c) below.

GENERAL MEETINGS

7. (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 regulation 38 in Table A shall be varied

accordingly.

(B) 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.

8. (A) No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

(B) If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week (or such other day whether or not in the next week as the directors may determine) at the same time and place (or such other time and place as the directors may determine). If at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor the meeting shall be dissolved.

9. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of

one or more members.

DIRECTORS

10. (A) Unless and until otherwise determined by ordinary resolution, the number of directors shall be not less than two nor more than five.
- (B) In the event of the minimum number of directors fixed by or pursuant to these Articles being one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally.
11. The first directors and secretary of the Company shall be the persons named as such in the statement delivered to the register of companies pursuant to section 10 of the Act.
12. A director shall not be required to hold any shares in the capital of the Company. A director who is not a member shall nevertheless be entitled to receive a notice of and to attend and speak at any general meeting of the Company and any separate general meeting of the holders of any class of shares in the capital of the Company.
13. There shall not be any age limited for either the appointment or the continuation in office of directors, and the provisions of section 293 of the Act shall not apply to the Company.

ALTERNATE DIRECTORS

14. (A) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- (B) An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. However, it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- (C) An alternate director may represent more than one director, and 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.
- (D) An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires but is re-appointed or deemed to have been re-appointed at the meeting

at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

(E) Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

(F) Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him. However, he shall not be counted in reckoning the number of directors for the purpose of Article 10 above.

DELEGATION OF DIRECTORS' POWERS

15. Any committee to which pursuant to regulation 72 in Table A the directors delegate any of their powers shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose, and on such terms, if any, as to entitlement to vote and all procedural and other matters as the directors may from time to time direct, any person or persons whether or not a director or directors of the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

16. (A) The directors shall not be liable to retire by rotation.

(B) No person shall be appointed a director at any general meeting unless:-

(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 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, together with notice executed by that person of his willingness to be appointed.

(C) Subject to paragraph (B) above, 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.

(D) 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 under Article 10(A) as the maximum number of directors.

BORROWING POWERS

17. 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 to grant any mortgage, charge or standard security over 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

18. The office of a director shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he becomes incapable by reason of illness or injury of managing and

administering his property and affairs; or

- (e) he resigns his office by notice to the company; or
- (f) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

DIRECTORS' GRATUITIES AND PENSIONS

19. The directors may exercise all the powers of the Company conferred by clause 3(L) of the Memorandum of Association and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

PROCEEDINGS OF DIRECTORS

20. (A) The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two, except in the event envisaged in article 10(B) above when it shall be one.
- (B) Any director or member of a committee of the Board may participate in a meeting of the directors or of such a committee by means of a conference telephone or similar telecommunication equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

21. A resolution in writing signed by all the directors, and in the case of a committee of directors any other persons, entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors or other persons; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
22. 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.
23. The directors shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of

committees of directors, including the names of the directors and, in the case of a committee of directors, any other persons present at each such meeting.

EXECUTIVE DIRECTORS

24. (A) The directors may from time to time appoint to the office of executive director any employee of the Company. Such executive directors shall not exceed eight in number at any one time and shall have such duties and powers as the directors may from time to time determine.
- (B) The directors shall consult with the executive directors on all matters of importance in the general administration of the business of the Company, and may invite them to attend meetings of the directors, but they shall not vote on any resolution submitted to a meeting of the directors other than a resolution on which the meeting decides that they shall be allowed to vote.
- (C) The appointment of an executive director shall not constitute him a director within the meaning of the Act, and he shall remain at all times and in all respects subject to the control of the directors, and he may at any time be removed or suspended from office by the directors.
- (D) An executive director may be paid out of the funds of the Company such remuneration (if any) for his services as an executive director as the directors shall from time to time determine, in addition to his remuneration for his employment with the Company.

INDEMNITY

25. Every director (including an alternate or executive director) or other officer or auditor 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 727 of the Act in which relief is granted to him by the Court, and no director (including an alternate or executive director) or other officer or auditor 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. However, this Article shall have effect only in so far as its provisions are not avoided by section 310 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Peter Cuthbertson
Peter Cuthbertson 7/8 Priestgate Darlington Co. Durham DL1 1NL
Solicitor

Anne Elizabeth Elliott
Anne Elizabeth Elliott 7/8 Priestgate Darlington Co. Durham DL1 1NL
Solicitor

Dated 28th June 1989

Witness to the above signatures:-

M.L. Everitt
M.L. Everitt 7/8 Priestgate Darlington Co. Durham DL1 1NL
Legal Assistant

FILE COPY



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

No. 2404350

I hereby certify that

PRIESTGATE SERVICES (NO. 81) 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 14 JULY 1989

A handwritten signature in black ink, appearing to read 'D. James'.

D. JAMES

an authorised officer