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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

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

2405490

Name of company

* BURGINHALL 351 LIMITED

I, Perry Noble

of Five Chancery Lane, Clifford's Inn, London EC4A 1BU

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 5 Chancery Lane
London WC2

Declarant to sign below

the 5th day of July
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.

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

MJC/AMB

Denton Hall Burgin & Warrens
Five Chancery Lane
London WC2A 1LF

For official Use

New Companies Section

Post room

COMPANIES HOUSE
8 JUL 1989
M 16



The Solicitors' Law Stationery Society plc, Oynz House, 27 Crimscoot Street, London SE1 5TS

4-88 B'HAM.
6017173

**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

For official use

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

Name of company

* **BURGINHALL 351 LIMITED**

* insert full name
of company

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

5 Chancery Lane	
London	
Postcode	WC2A 1LF

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

Denton Hall Burgin & Warrens	
5 Chancery Lane	
London	
Postcode	WC2A 1LF

Number of continuation sheets attached (see note 1)

2

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

MJC/AMB
Denton Hall Burgin & Warrens
5 Chancery Lane
London WC2A 1LF

For official Use
General Section

Post room

COMPANIES HOUSE


8 JUL 1989

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16

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) DH & B Directors Limited		Business occupation Corporation
Previous name(s) (note 3)		Nationality U.K. Company
Address (note 4) 5 Chancery Lane London		Date of birth (where applicable) (note 6)
	Postcode WC2A 1LF	
Other directorships † —		
Per List		
For and on behalf of		
I consent to act as Director Director of the company named on page 1		
Signature 		Date 4 JUL 1989

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

Name (note 3) DH & B Managers Limited		Business occupation Corporation
Previous name(s) (note 3)		Nationality U.K. Company
Address (note 4) 5 Chancery Lane London		Date of birth (where applicable) (note 6)
	Postcode WC2A 1LF	
Other directorships †		
Per List		
For and on behalf of		
I consent to act as Director Director of the company named on page 1		
Signature 		Date 4 JUL 1989

DIRECTOR/
AUTHORISED SIGNATORY

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

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write in
this margin

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

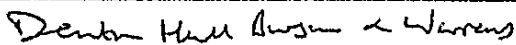
The name(s) and particulars of the person who is or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		Gray's Inn Secretaries Limited	
Previous name(s) (note 3)			
Address (notes 4 & 7)		5 Chancery Lane	
		London	
		Postcode	WC2A 1LF
I consent to act as secretary of the company named on page 1 For and on behalf of Gray's Inn Secretaries Limited			
Signature		Date 4 JUL 1989	

..... DIRECTOR/
AUTHORISED SIGNATORY

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

 Denton Hall Burgin & Warrens	
Signature of agent on behalf of subscribers	Date 4 JUL 1989

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
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

DH&E DIRECTORS LIMITED

CURRENT DIRECTORSHIPS

Name of Company

Bulgarotex Limited
Cable Music Europe Limited (resigned 1.0.188)
Embassy Communications International Limited
Embassy Pictures International Limited
European History Company Limited
Equitable Group Limited
Glensdale Limited
Hopespeed Associates Limited
Innovative Microsystems Limited
Innovative Systems Limited
Management Dynamics Limited
Penelope Films Limited
Pixie Computer Vision Systems Limited
Rainbow Films Limited
Sassoon Services (Japan) Limited
Service Corporation International Limited
UIP (UK) Limited
UIP Limited
Videotron Management (UK) Limited (resigned 23.8.88)
Whitelair Productions Limited

DH&B MANAGERS LIMITED

CURRENT DIRECTORSHIPS

Name of Company

Bulgarotex Limited
Cable Music Europe Limited (resigned 1.10.88)
Embassy Communications International Limited
Embassy Pictures International Limited
European History Company Limited
Equitable Group Limited
Hopespeed Associates Limited
Innovative Microsystems Limited
Innovative Systems Limited
Management Dynamics Limited
Nasdaq International Limited
Pixie Computer Vision Systems Limited
Rainbow Films Limited
Service Corporation International Limited
UIP (UK) Limited
UIP Limited
Videotron Management (UK) Limited (resigned 23.8.88)
Whitelair Productions Limited

COMPANY LIMITED BY SHARES

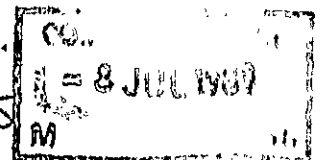
MEMORANDUM OF ASSOCIATION

of

BURGINHALL 351 LIMITED



1. The Company's name is "BURGINHALL 351 LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are: -
 - (a) To carry on the business of general merchants, importers, exporters, manufacturers, dealers, brokers, factors, mail order dealers and traders of every kind, both wholesale and retail, in every description of property, goods and merchandise;
 - (b) To import, export, buy, sell, exchange, barter, distribute, trade, contract or otherwise deal in and turn to account goods, materials, commodities, produce and merchandise of every class and description in a prepared, manufactured, semi-manufactured or raw state and to manufacture, construct, assemble, design, refine, develop, alter, convert, refit, repair, treat, render marketable, process or otherwise produce materials, fuels, chemicals, substances and industrial, commercial and consumer products of all kinds;
 - (c) To carry on the business of dealing in real property and interests therein and to purchase, take on lease or in exchange, or otherwise acquire, hold, sell, take and grant options on, any lands or buildings wherever situate, or rights and interest therein, and to manage, farm or let (whether furnished or unfurnished) the same or any part thereof or any rights or interests therein for any period and at such rent and on such conditions as the Company shall think fit;
 - (d) To develop and exploit any land or buildings or any rights or interests therein, or any part thereof and to construct, erect, maintain and alter houses, flats, shops, factories, offices, warehouses and buildings of any kind thereon, and any fixtures, fittings and appurtenances thereto; to lay out roads and gardens and recreation grounds; to pull down, alter and improve buildings; to plant, drain or otherwise improve land or any part thereof; and to build, install or improve electric, gas, water and other fittings;



- (e) To carry on business as property developers, builders and decorators, joiners, plumbers, carpenters, engineers, electricians, sanitary engineers and merchants of any kind;
- (f) To carry on business as consultants, advisers and/or managers in relation to any land or buildings whether freehold or leasehold or any other property, whether real or personal, wherever situate, or any rights or interest therein.
- (2) For any purpose to purchase, acquire, take on lease or in exchange, sell, charge, pledge, broke, take and/or grant options over, develop, construct, exploit, improve, maintain, underwrite transactions in relation to and otherwise to invest or deal in every type of real and personal property and all rights and interests therein upon and subject to such terms and conditions as the directors may see fit.
- (3) To acquire, upon such terms and in such manner as the directors see fit, the shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities or any interest therein of any person, company, fund or trust.
- (4) To acquire, upon such terms and in such manner as the directors see fit, the whole or any part of the undertaking, property and assets, or any interest therein, and to undertake the whole or any of the liabilities or obligations of, and to acquire and carry on the business of, any person or company.
- (5) To sell, exchange, mortgage, charge, lease or grant licences, easements, options and other rights over, or in any other manner deal with, or dispose of, the whole or any part of the undertaking, property and assets (present and future) of the Company (including, without limitation to the generality of the foregoing, all or any shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities of the Company) for any consideration and in particular, but without prejudice to the generality of the foregoing, for shares, stock, debentures, debenture stock or other securities of any company.
- (6) To provide services of all descriptions and to undertake and execute agency or commission work of all kinds and to act generally as agents, factors, brokers, managers, consultants and advisers for the sale and purchase of every description of property, goods and merchandise and the provision of every type of service.

- (7) To manufacture, process, import, export, deal in and store any goods and other things, and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (8) To apply for, register, purchase, or by any other means obtain or seek to obtain, upon such terms and in such manner as the directors see fit, any patent rights, licences, secret processes, trade marks, designs, brevets d'invention, or other industrial or business rights, protections or concessions, to use, alter, grant licences, options, interests or privileges in respect of, manufacture under, expend money in experimenting upon and improving and otherwise deal in the same, and to carry on the business of an inventor, designer or research organization.
- (9) To improve, manage, develop, exploit, construct, grant rights or privileges in respect of, or otherwise deal with any property, real or personal, and rights of any kind therein, and all or any part of the undertaking, property, assets and rights of any person or company.
- (10) To advertise, market and sell the products and services of the Company and to carry on the business of advertisers and advertising agents and of a marketing or selling organisation and of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (11) To borrow and raise money and to secure or discharge any debt, liability or obligation, whether of the Company or any other person, upon such terms and in such manner as the Company sees fit, and in particular, but without prejudice to the generality of the foregoing, by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property and assets (whether present or future), and uncalled capital of the Company or by the creation and issue of any securities of the Company.
- (12) To lend money, give credit or provide any other form of credit or financial accommodation to any person, and to carry on the business of a banking, finance or insurance Company.
- (13) To enter into guarantees, contracts of indemnity and suretyships of all kinds, whether or not the Company shall derive a benefit from the same, on such terms and in such manner as the directors see fit, and in particular but without prejudice to the generality of the foregoing, to guarantee, underwrite or secure, with or without consideration, and whether by personal obligation or by mortgaging or charging or providing any other security over the whole or any part of the

undertaking, property or assets (whether present or future) and uncalled capital of the Company or by the creation and issue of any securities of the Company, the performance of any obligations or commitments or satisfaction of any liabilities of any person or company including, but without prejudice to the generality of the foregoing, any company which is for the time being a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company or is otherwise associated with the Company.

- (14) To draw, make, accept, issue, execute, endorse, discount and deal in bills of exchange, promissory notes, bills of lading, debentures, warrants and other instruments and securities, whether negotiable or otherwise.
- (15) To act in a fiduciary capacity of any sort including (but without prejudice to the generality of the foregoing) to undertake the duties of a trustee of trust deeds or other instruments constituting debentures, debenture stock, bonds and other securities, or of wills and settlements, and of an executor or administrator of estates, or to act as and undertake the duties of a nominee, a custodian trustee, a trustee of a unit trust, a trustee for charitable or other institutions, a trustee for pension, benevolent or other funds, and as a manager or director of business or companies whether limited or unlimited, and generally to undertake all and any duties normally undertaken by a trust corporation and either with or without remuneration.
- (16) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time directors or officers of or in the service or employment of the Company or of any company which is a subsidiary or holding company of the Company or a subsidiary of another subsidiary of a holding company of the Company or otherwise associated with the Company and to the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of such persons and generally to make such provision for the well-being of any of the aforementioned persons as the directors see fit and, without prejudice to the generality of the foregoing, to establish, subsidise or subscribe money to any associations, societies, trusts, clubs and institutions as the directors see fit.
- (17) To establish and maintain or procure the establishment and maintenance of all forms of employee share option and share incentive schemes and such other option, incentive or bonus schemes (whether or not involving shares or securities in or of the Company) on such terms as the directors see fit.

- (18) To make payment for any charitable, benevolent, public, national, educational, general or useful purpose.
- (19) To provide technical, cultural, artistic, educational, entertainment or business facilities or services and to carry on any business involving any such provision.
- (20) Upon such terms and in such manner as the directors see fit, to enter into any arrangements with any government, authority, person or company to obtain from the same any decrees, orders, instruments, legislation, rights, charters, privileges, franchises and concessions and to carry out, give effect to, exercise and comply with the same.
- (21) To amalgamate or enter into any partnership, joint venture, profit sharing arrangement or co-operative or other arrangement for the pursuit of mutual interests with any person or company.
- (22) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property or interest therein, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (23) To accept any shares, stock, debentures, debenture stock or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (24) To invest the moneys of the Company in any investments, and to hold, sell or otherwise deal with such investments, and to carry on the business of an investment company.
- (25) To pay all costs, charges and expenses preliminary or incidental to the formation, promotion, establishment and incorporation of the Company and 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.
- (26) To procure the registration, incorporation or recognition of the Company in or under the laws of any place or country in the world.
- (27) To distribute any of the property or assets of the Company amongst its creditors and members in specie or kind.

- (28) To cease carrying on any business or activity of the Company or any part of any such business or activity, and to procure the winding up or dissolution of the Company.
- (29) To do all or any of the things or matters mentioned above in any part of the world, on any terms and in any manner as the directors see fit, and whether as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
- (30) To do all such other things as in the opinion of the directors may be carried on in connection with or ancillary to any or all of the above objects or which is capable of being carried on for the benefit of the Company.


It is hereby declared that: -

- (i) the word "company" in this clause, except where used in reference to this Company, shall include any partnership or other body, or association of persons, whether incorporated or not and whether domiciled or resident in the United Kingdom or elsewhere; and
 - (ii) the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.
4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.


We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses
of Subscribers

Number of shares
taken by each
subscriber


1. Michael John Cox
For and on behalf of
Gray's Inn Nominees Limited
Five Chancery Lane
London
WC2A 1LF

1


2. Michael John Cox
For and on behalf of
DH&B Nominees Limited
Five Chancery Lane
London
WC2A 1LF

1

Total shares taken

2

Dated 4th July 1989

Witness to the above signatures,



Jenny Shipley
5 Chancery Lane
London
WC2A 1LF

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BURGINHALL 351 LIMITED

PRELIMINARY

1. In these Articles: -
"the Act" means the Companies Act 1985; and
"Table A" means Table A as prescribed in Statutory Instrument No. 805 for 1985 as amended at the date hereof.
2. The regulations contained in Table A, save as excluded or varied by or inconsistent with these Articles shall apply to the Company together with these Articles shall constitute the regulations of the Company.

SHARE CAPITAL

3. The Company is a private company (within the meaning of the Act).
4. The authorised share capital of the Company at the date of adoption of these Articles is £ 100 divided into 100 ordinary shares of £1 each.
5. The directors are generally and unconditionally authorised during the period of five years from the date of adoption of these Articles to offer, allot, grant options over or otherwise dispose of relevant securities (as defined in section 80(2) of the Act) of the Company up to the maximum nominal amount of the authorised but unissued share capital of the Company at the date of these Articles to such persons at such times and on such terms and conditions as they think fit and to make any offer or agreement of the kind referred to in section 80(7) of the Act provided that no shares shall be issued at a discount. Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
6. Subject to and in accordance with the provisions of the Act and otherwise on such terms as the Company may by special resolution determine:
 - (a) any share in the capital of the Company may be issued on terms that it is to be, or at the option of the Company or the holder thereof is liable to be, redeemed;
 - (b) the Company may purchase any of its own shares (including any redeemable shares); and

- (c) The Company may make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares;

and the directors shall be empowered respectively to redeem or purchase any such shares on such terms as the Company may by special resolutions determine.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) 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 (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply to the company.
8. (1) No instrument of transfer of a share need be executed by or on behalf of the transferee and regulation 23 of Table A shall be modified accordingly.
- (2) 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. Regulation 24 of Table A shall not apply to the Company.

GENERAL MEETINGS

9. Regulation 37 of Table A shall be amended by the substitution of the word "six" for the word "eight".
10. At the end of regulation 41 of Table A the following words shall be added: "and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one. Regulation 64 of Table A shall not apply to the Company. If and so long as there is one director, such director may act alone in exercising all the powers and authorities vested in the directors.

12. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such remuneration (in addition to that otherwise provided for) by way of salary, commission, percentage of profits or otherwise as the directors may determine.
13. No share qualification shall be required of any director but any director shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.
14. The directors are authorised to sanction the exercise of the power conferred on the Company by section 719(1) of the Act and to exercise that power.
15. The words "approved by resolution of the directors" shall be deleted from regulation 65 of Table A.
16. In regulation 70 of Table A the words "ordinary resolution" shall be substituted for the words "special resolution".
17. The words "or such person or persons as the directors may think fit" shall be added at the end of the first sentence of regulation 72 of Table A.
18.
 - (1) At any time and from time to time the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company appoint any person to be a director or remove a director from office.
 - (2) 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 the other provisions of these Articles) hold office until he is removed pursuant to this Article.
 - (3) Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
19. No director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 or any other age and any director or any person may be re-appointed or appointed, as the case may be, as a director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a director at any age and it shall not be necessary to give the members of the Company notice of the age of any director or person

proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of section 293 of the Act shall not apply to the Company. In regulation 81 of Table A, the words "other than section 293 of the Act" shall be added after the word "Act" in paragraph (a) and the whole of paragraph (e) shall be omitted.

EXECUTIVE DIRECTORS

20. The directors may from time to time appoint one or more of their body to executive office (including but without limitation 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 to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a director. A managing director, manager or other executive officer as aforesaid shall receive such remuneration (by way of salary, commission, participation in profits or otherwise howsoever) as the directors may determine. Regulation 84 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

21. Any director for the time being absent from the United Kingdom may supply to the Company an address whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address notice of such meetings. Regulation 88 of Table A shall be modified accordingly.
22. A meeting of the directors may be conducted with one or more of the directors participating thereat by means of telephonic communication and any director so participating may vote and shall be counted in the quorum.

DIRECTORS' INTERESTS

23. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in ascertaining whether there is present a quorum at any meeting at which any such contract or arrangement is considered. A director may act by himself or his firm in any professional capacity for the Company and he or his firm may be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

DIVIDENDS

24. If the share capital of the Company is divided into different classes the directors may pay interim dividends on shares carrying deferred or non-deferred rights notwithstanding that at the time of payment any preferential dividend is in arrear and regulation 103 of Table A shall be modified accordingly.

SEAL

25. The Company may have for use in any territory, district or place elsewhere than in the United Kingdom an official seal which shall in all respects comply with the requirements of section 39(1) of the Act. References in these Articles and Table A to the seal of the company shall include references to such official seal and any official seal adopted by the Company under section 40 of the Act.

NOTICES

26. (1) Notice of every general meeting of the Company shall be given to every member of the Company and regulation 112 of Table A shall not apply to the Company.
- (2) There shall be substituted for the last sentence of regulation 115 of Table A the words "A notice shall be deemed to be given, if posted by pre-paid first-class mail, when the envelope containing the same is posted and, if posted by any other class of pre-paid mail, at the expiration of 48 hours from such time".

INDEMNITY

27. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of the Act every director, executive director, managing director, manager, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

BORROWING POWERS

28. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to the provisions 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 (including any member).

Names addresses and
description of
subscribers of the
memorandum of association



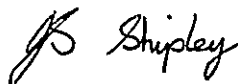
Michael John Cox
For and on behalf of
Gray's Inn Nominees Limited,
Five Chancery Lane,
London WC2A 1LF



Michael John Cox
For and on behalf of
DH&B Nominees Limited,
Five Chancery Lane,
London WC2A 1LF

Dated: 4th July 1989

Witness to the above signatures: -



Jenny Shipley
5 Chancery Lane
London
WC2A 1LF



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

No. 2405490

I hereby certify that

BURGINHALL 351 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 18 JULY 1989

P. Bevan
P. BEVAN

an authorised officer