

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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0415283

Name of company

* WIDGEON INVESTMENTS LIMITED

* insert full
name of Company

I, JOHN DAVID TAYLOR GREIG
of PINFARTHINGS COTTAGE, PINFARTHINGS, AMBERLEY, STROUD,
GLOUCESTERSHIRE

† 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(4)]† 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 THE FOURTH FLOOR,
THE QUADRANGLE, IMPERIAL SQUARE,
CHELTENHAM, GLOUCESTERSHIRE

Declarant to sign below

the 24th day of August
One thousand nine hundred and eighty-nine
before me John Greig

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 252 3030
TELEX 261010

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

WIGGIN AND CO
FOURTH FLOOR
THE QUADRANGLE
IMPERIAL SQUARE
CHELTENHAM

For official Use

New Companies Section

Post room

COMPANIES HOUSE

9 AUG 1989

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17

PICK

Please do not
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Company number

Please do not write
in the space below.
For Inland Revenue
use only

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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Please complete
 legibly, preferably
 in block type, or
 in block lettering

* WIDGEON INVESTMENTS LIMITED

Insert full name
of company

distinguish between
ordinary, preference
etc.

A Nominal Capital		£1,000	
Description of shares	ORDINARY		
B Nominal value of each share	£1.00	£	£
C Number of shares taken on incorporation	2		
D Total amount payable on each (including premium if any)	£NIL	£	£
E Amount paid or due and payable on each	£NIL	£	£
F Total amount paid or due and payable in respect of C	£NIL		
G Capital duty payable on F at £1 per £100 or part of £100	£NIL		

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.

Please tick
box if
attached

As appropriate

Signed

[Director][Secretary]† Date

07 AUG 1989

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Jordan's
JORDAN & SONS LIMITED
JOHNAN HOUSE
BRUNSWICK PLACE
LONDON W1B 6EE
TELEPHONE 01 253 3030
FAX 01 253 3030

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

WIGGIN AND CO
FOURTH FLOOR
THE QUADRANGLE
IMPERIAL SQUARE
CHELTENHAM

For official Use

Capital Section

Post room

COMPANIES HOUSE
9 AUG 1989





COMPANIES FORM No. 10

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

10

use do not
e in
margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

use complete
bly, preferably
black type, or
d block lettering

Name of company

* WIDGEON INVESTMENTS LIMITED

sert full name
company

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

FOURTH FLOOR, THE QUADRANGLE, IMPERIAL SQUARE,
CHELTENHAM, GLOUCESTERSHIRE

Postcode GL50 1YX

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

WIGGIN AND CO, THE QUADRANGLE, IMPERIAL SQUARE,
CHELTENHAM, GLOUCESTERSHIRE

Postcode GL50 1YX

Number of continuation sheets attached (see note 1)

ED AND SUPPLIED BY

ordans
AN & SONS LIMITED
AN HOUSE
SWICK PLACE
CHINTREE
PHONE 01 253 3030
K 261010

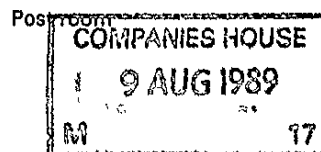


Presenter's name address and
reference (if any):

Wiggin and Co
The Quadrangle,
Imperial Square
Cheltenham
Glos GL50 1YX

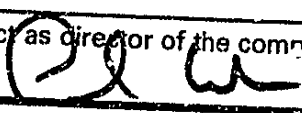
For official Use

General Section



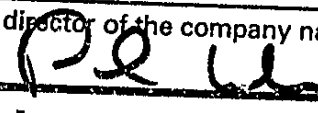
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin*

Name (note 3) STOORNE INCORPORATIONS LIMITED		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4) FOURTH FLOOR, THE QUADRANGLE, IMPERIAL SQUARE, CHELTENHAM, GLOUCESTERSHIRE		Date of birth (where applicable) (note 6)
Postcode	GL50 1YX	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature 		Date 07 AUG 1988

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

For and on behalf of Stoorne Incorporations Limited

Name (note 3) STOORNE SERVICES LIMITED		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4) FOURTH FLOOR, THE QUADRANGLE, IMPERIAL SQUARE, CHELTENHAM, GLOUCESTERSHIRE		Date of birth (where applicable) (note 6)
Postcode	GL50 1YX	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature 		Date 07 AUG 1988

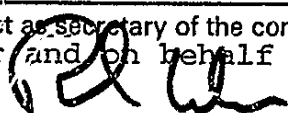
For and on behalf of Stoorne Services Limited 07 AUG 1988

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 -

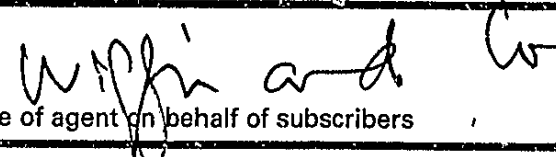
Please complete
legibly, preferably
in black type, or
bold block lettering

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) QUADRANGLE SECRETARIES COMPANY	
Previous name(s) (note 3)	
Address (notes 4 & 7) FOURTH FLOOR, THE QUADRANGLE, IMPERIAL SQUARE,	
CHELTENHAM, GLOUCESTERSHIRE	
Postcode	GL50 1YX
I consent to act as secretary of the company named on page 1 For and on behalf of Quadrangle Secretaries Limited	
Signature 	Date 07 AUG 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 07 AUG 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

Company No:



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

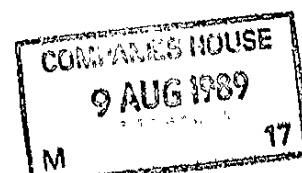
MEMORANDUM OF ASSOCIATION

OF

WIDGEON INVESTMENTS LIMITED



1. The Company's name is "Widgeon Investments Limited".
2. The Company's registered office is to be situated in England.
3. The objects for which the Company is established are:
 - (a) (i) To carry on business as a holding and investment company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks debentures, debenture stocks, bonds, notes, mortgages, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, trust or other public body



11
£2500
x5

or authority, local or otherwise, whether in the United Kingdom or abroad, by subscription; syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to place, underwrite or guarantee the subscriptions thereof and from time to time vary, dispose of and deal with the same and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof;

- (ii) To co-ordinate the policy, administration, and management of any subsidiary companies or of any other companies of which the Company is a member or which are in any manner controlled by the Company and to assist financially or otherwise any such subsidiary or other company, to act as Company Secretary and/or to act as manager and/or to provide services to any other company, firm or business whether or not a subsidiary of or controlled by the Company; and
- (iii) To acquire by purchase, lease, concession, grant, subscription, licence or otherwise and to sell, let on lease, assign or otherwise dispose of land, buildings, leases, underleases, rights, privileges, policies of insurance, patents, copyrights and any and all other property of every description, real or personal, and all or any rights and interest therein.

- (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (c) To purchase or by any other means acquire and take options over any freehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.
- (d) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into

partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold or retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any person, firm or company.

- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole of any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's name or constitution, 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 Company's interests.
- (l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government or authority any charters, decrees, rights,

privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.

- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agent or broker and as trustee for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the

same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.

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

- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of the property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To distribute among the members of the Company in kind any property of the Company of any kind.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) 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 or otherwise and either alone or in conjunction with others.

- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and in particular to enter into any transaction decided on by the directors for the time being of the Company.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in any of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the members is limited.
5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

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

Names and addresses
of subscribers

Number of shares taken
by each subscriber

STOORNE INCORPORATIONS LIMITED

One

Fourth Floor

The Quadrangle

Imperial Square

Cheltenham

Gloucestershire GL50 1YX

STOORNE SERVICES LIMITED

One

Fourth Floor

The Quadrangle

Imperial Square

Cheltenham

Gloucestershire GL50 1YX

Dated: 7th August 1989

Witness to the above signatures

JOHN DAVID TAYLOR GREIG

Fourth Floor

The Quadrangle

Imperial Square

Cheltenham

Gloucestershire GL50 1YX

Solicitor

Company No:

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WIDGEON INVESTMENTS LIMITED

PRELIMINARY

1. The Company is a private company within the meaning of the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force (the "Act"). The regulations of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, which Table as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 is hereinafter referred to as "Table A", shall apply to the Company, save insofar as they are excluded or modified hereby. Such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall constitute the regulations of the Company.

SHARES

2. The shares in the original capital of the Company shall be at the disposal of the directors and save as otherwise provided in these Articles they may allot, grant options over or otherwise dispose of the same to



such persons (including any directors), at such times and generally on such terms and conditions as they think proper, subject to the provisions contained in section 81 of the Act and provided always that no shares shall be issued at a discount.

3. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated, either while the Company is a going concern or during or in contemplation of winding-up, with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of the class, but not otherwise. To every such separate meeting all provisions applicable to general meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.
4. The rights conferred upon the holders of any shares or class of shares issued with preferred or special rights shall not (unless otherwise expressly provided by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking pari passu therewith or subsequent thereto.

5. The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to allot (as defined for the purposes of such section) any relevant securities (as defined for such purposes) of the Company up to the maximum amount hereinafter stated. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the capital of the Company for the time being unissued. The authority hereby conferred shall expire five years after the date of incorporation of the Company. At the expiry of such period of five years such authority shall expire but shall allow the Company to make any offer or enter into any agreement before the expiry of such authority which would or might require relevant securities (as so defined) to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority.

6. After the initial allotment any shares proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner as the original offer and the notice relating to the further offer shall limit a period (not being less than fourteen days) within which the offer, if not accepted, will be

deemed to be declined. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such special resolution as aforesaid shall (subject to any direction to the contrary given by any such special resolution) be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members. By virtue of section 91 of the Act, section 89(1) and sections 90(1) to 90(6) of the Act shall be excluded from applying to the Company.

7. Subject to the provisions of the Act, any share may be issued on the terms that it is, or at the option of the Company, the members is to be liable, to be redeemed on such terms and in such manner as the directors may determine. Regulation 3 of Table A shall not apply to the Company.

GENERAL MEETINGS

8. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
9. The chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.

VOTES OF MEMBERS

10. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or by proxy, or (being a corporation) is present by a duly authorised representative, shall have one vote, and on a poll every member shall have one vote for every share of which he is the holder.
11. Subject to the provisions of the Act, a resolution in writing signed by or on behalf of each member of the Company who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present or by or on behalf of each member of any class of members of the Company (which resolution may consist of two or more documents in the like form signed by or on behalf of one or more of the said members) or a resolution to which every such member has signified his approval in writing or by cable, telegram or telex shall be as valid and effectual as if it has been passed at a meeting of the Company or of such class of members of the Company (as the case may be) duly called and constituted. In the case of a corporation any such signature of approval may be given or signified on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly. Regulation 53 of Table A shall not apply to the Company.

DIRECTORS

12. The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or by law.
13. A director may be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the directors may determine. Regulation 82 of Table A shall be modified accordingly.
14. A director shall not require a share qualification and shall be entitled to receive notice of and attend and speak at any general meeting of, or any separate meeting of the holders of any class of shares in, the Company.

POWERS AND DUTIES OF DIRECTORS

15. A director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty or concerning any matter arising thereout. If he does so vote, his vote shall be counted, and he shall be counted in estimating a quorum when any such contract or arrangement is under consideration. Regulation 94 of Table A shall be modified accordingly.
16. The directors may:
 - (1) establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations,

gratuities, pensions, allowances or emoluments to, any persons who are or have at any time been in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or have at any time been directors or officers of the Company or of any such other company as aforesaid and who hold or have at any time held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposals being approved by the Company, any director who holds or has held any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument;

- (2) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interest and well-being of, the Company or of any such other company as aforesaid or of any such persons as aforesaid;
- (3) make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object;
- (4) do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

DISQUALIFICATION OF DIRECTORS

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

- (1) (not being a director who has agreed to serve as a director for a fixed term) by notice in writing to the Company he resigns the office of director; or
- (2) he is absent from meetings of the directors during a continuous period of six months without permission from the other directors and his alternate director (if any) shall not during such period have attended in his stead, and the directors pass a resolution that his office be vacated; or
- (3) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (4) 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
- (5) he becomes incapable by reason of mental disorder of discharging his duties as a director; or
- (6) he ceases to be a director by virtue of any provision of the Act or of these Articles or of any resolution duly passed pursuant to any such provision.

APPOINTMENT AND RETIREMENT OF DIRECTORS

18. The directors shall not be required to retire by rotation and accordingly Regulations 73 to 78 and 80

and the last two sentences of Regulation 79 of Table A shall not apply to the Company. The Company may by ordinary resolution appoint a person who is willing to act as 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 these Articles as the maximum number of directors.

19. There shall be no retiring age for directors and section 293 of the Act shall not, if otherwise applicable, apply to the Company.

ALTERNATE DIRECTORS

20. (1) A director may appoint another director or any other person to be his alternate and may at any time terminate such appointment, but no such appointment of any person, not being a director, shall be operative unless and until approved by resolution of the directors or by a majority of the directors for the time being. Every such appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall take effect upon receipt of such written appointment or removal at the registered office of the Company.

- (2) Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the directors, to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally in the absence of his appointer to

have and exercise all the powers, rights, duties and authorities of the director appointing him and to receive notice of all general meetings.

- (3) An alternate director shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the director appointing him. An alternate director shall not be required to hold any shareholding qualification which may otherwise apply to directors, but shall otherwise be subject to the provisions of these Articles with respect to directors.
- (4) A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or 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.
- (5) If a director shall die or cease to hold the office of director, the appointment of his alternate shall thereupon cease and determine.

PROCEEDINGS OF DIRECTORS

- 21. A director for the time being out of the United Kingdom shall not be entitled to notice of a meeting of the directors (unless such meeting is due to take place

after his return to the United Kingdom and the date of his return has been made known by notice in writing to the directors at the registered office of the Company) but any alternate director in the United Kingdom acting in his place at the time the notice of meeting is given shall be entitled to notice of any such meeting. The third sentence in Regulation 88 of Table A shall not apply to the Company.

22. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
23. A resolution signed by all the directors entitled to notice of a meeting of the directors or of a committee of directors (which resolution may consist of two or more documents in the like form each signed by one or more of the said directors or the said members of such committee) or a resolution to which every such director or every such member of the committee has signified his approval in writing or by cable, telegram or telex shall be as valid and effectual as if it has been passed at a meeting of the directors or such committee (as the case may be) duly called and constituted. For the purposes of this Article, the signature or approval of an alternate director entitled to notice of a meeting of directors shall suffice in lieu of the signature of the director appointing him, 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. Regulation 93 of Table A shall not apply to the Company.

INDEMNITY

24. Subject to the provisions of and so far as may be permitted by the Act, every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

NOTICES

25. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall be amended accordingly.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STOORNE INCORPORATIONS LIMITED

Fourth Floor

The Quadrangle

Imperial Square

Cheltenham

Gloucestershire GL50 1YX



STOORNE SERVICES LIMITED

Fourth Floor

The Quadrangle

Imperial Square

Cheltenham

Gloucestershire GL50 1YX



Dated 07 AUG 1989

Witness to the above signatures

JOHN DAVID TAYLOR GREIG

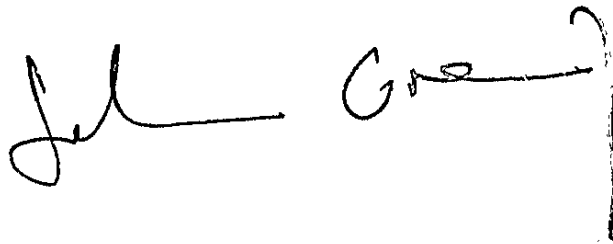
Fourth Floor

The Quadrangle

Imperial Square

Cheltenham

Gloucestershire GL50 1YX



Solicitor

1333EE1D/GID1/bay5/sjj

FILE COPY



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

No. 2415283

I hereby certify that

WIDGEON INVESTMENTS 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 21 AUGUST 1989**

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

**D. JAMES
an authorised officer**