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COMPANIES FORM N^o. 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

To the Registrar of Companies

For official use

For official use

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

[] [] [] []

2478588

Name of company

* Cottondean

I, COMBINED SECRETARIAL SERVICES LIMITED

of 16 - 26 BANNER STREET

LONDON

EC1Y 8QE

* insert full
name of Company

† 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 110 Whitchurch Road

Cardiff CF4 3LY

Declarant to sign below

the twenty-two day of February

One thousand nine hundred and Ninety

before me [Signature]

[Signature]

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

COMBINED SECRETARIAL SERVICES LIMITED

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

ICC COMPANY FORMATIONS
110 Whitchurch Road
Cardiff
CF4 3LY

Telephone 0222 692967

For official Use
New Companies Section

Post room

COMPANIES HOUSE
27 FEB 1990

ICC COMPANY FORMATIONS

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COMPANIES FORM No. 10

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

10

Pursuant to section 10 of the Companies Act 1985

Please do not
write in
this margin

To the Registrar of Companies

For official use

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

Name of company

* delete if
inappropriate

Cottondean	1
	Limited*

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



110 WHITCHURCH ROAD	2
CARDIFF	
	Postcode CF4 3LY

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

ICC LEGAL SERVICES LTD	3
16 - 26 BANNER STREET	
LONDON	Postcode EC1Y 8QE

Number of continuation sheets attached (see note 1).

--

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

ICC Legal Services Ltd
16-26 Banner Street
London
EC1Y 8QE
FOR THE
110 WHITCHURCH ROAD,
ICC LEGAL SERVICES
CARDIFF

For official use

General Section

Post room


COMPANIES HOUSE
27 FEB 1990
M 65

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) COMBINED NOMINEES LIMITED		Business occupation 4
		N/A
Previous name(s) (note 3) None		Nationality
Address (note 4) 16-26 Banner Street		N/A
London		Date of birth (where applicable)
	Postcode EC1Y 8QE	(note 6)
Other directorships †		
None		


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

 I consent to act as director of the company named on page 1.
SIGNATURE *auth. signed signature A. Pauls* Date **22.2.90**
ON BEHALF OF COMBINED NOMINEES LIMITED

Name (note 3) COMBINED SECRETARIAL SERVICES LIMITED		Business occupation 5
		N/A
Previous name(s) (note 3) None		Nationality
Address (note 4) 16-26 Banner Street		N/A
London		Date of birth (where applicable)
	Postcode EC1Y 8QE	(note 6)
Other directorships †		
None		

 I consent to act as director of the company named on page 1.
SIGNATURE *auth. signed signature A. Pauls* Date **22.2.90**
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Name (note 3)		Business occupation 6
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

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold black 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)	COMBINED SECRETARIAL SERVICES LIMITED		7
Previous name(s) (note 3) None			
Address (notes 4 & 7) 16-26 Banner Street			
London			
		Postcode	EC1Y 8QE

I consent to act as secretary of the company named on page 1.



SIGNATURE

authorised signatory A. Pawl

Date 22. 2. 90

ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Name (notes 3 & 7)	8
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

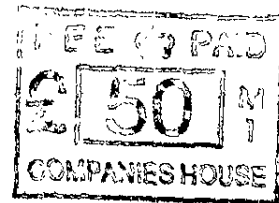
<i>authorised signatory</i> A. Pawl	
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED	
Signature of agent on behalf of subscribers	Date 22. 2. 90

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

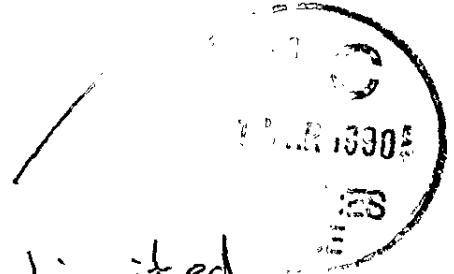
Signed	Date
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Signed	Date
Signed	Date
Signed	Date
Signed	Date

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of Cottondean Limited



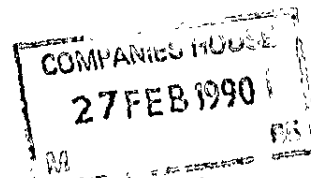
1. The Company's name is Cottondean Limited

2. The Company's Registered Office is to be situated in England & Wales.

3. The Company's objects are:

(A)1. To carry on business as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers, proprietors and letters on hire of trucks, earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service.

2. To carry on business as wholesale and retail dealers in and agents or representatives for all manner of goods, products, processes, materials and services of any description either as principals for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisors, to carry on employment, accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisers in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business transfer agents, advertising and publicity consultants and agents, journalists, printers, publishers and stationers.



(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe

to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on

rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to 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 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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.

Combined Nominees Limited,
16-26 Banner Street,
London EC1Y 8QE.

ONE

authorised signatory *A. Pauls*
ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,
16-26 Banner Street,
London EC1Y 8QE

ONE

authorised signatory *A. Pauls*
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Dated the 1st of February 1989

Witness to the above Signatures:

B.R. Millar,
110 Whitchurch Road,
Cardiff, CF4 3LY.

B.R. Millar

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of **Cottondean Limited**

PRELIMINARY

1.(a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), and made pursuant to the provisions of the Companies Act (hereinafter referred to as 'The Act') shall apply to the Company.

(b) Regulations 24,35,40,73,74,75 and 77 to 81 inclusive of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARES

2.(a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4.(a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part V of the Act-

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)"

shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

7. 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.

PROCEEDINGS AT GENERAL MEETINGS

8. 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, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

10.(a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

(b) In regulation 59 of Table A, the second sentence shall be omitted.

11. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their respective representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act. 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.

13. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director

before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, 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. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

14. The office of a Director shall be vacated if-

(a) he ceases to be a Director by virtue of any provision of the Acts 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, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction 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;

(d) he resigns his office by notice to the Company.

PROCEEDINGS OF DIRECTORS

15.(a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

(b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

INDEMNITY

19. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or 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.

SECRETARY

20. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

Combined Nominees Limited,
16-26 Banner Street,
London EC1Y 8QE.

authorised signatory A. Pauls
ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,
16-26 Banner Street,
London EC1Y 8QE.

authorised signatory A. Pauls
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Dated the 1st of February 1989

Witness to the above Signatures:

B.R. Millar,
110 Whitchurch Road,
Cardiff, CF4 3LY.

B.R. Millar

FILE COPY



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

No. 2478588

I hereby certify that

COTTONDEAN 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 8 MARCH 1990**

an authorised officer

Company Number 2478588



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of COTTONDEAN LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at : Charles House, 148/149 Great Charles Street, Birmingham B3 3HT on 21st day of May 1989 the following Special Resolution was duly passed:-

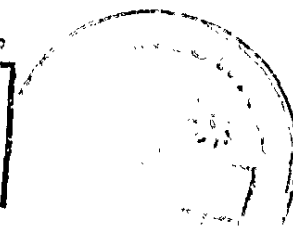
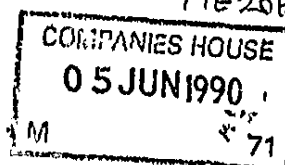
IT WAS RESOLVED that with the consent of the Department of Trade the Company name be changed to: THE PROFESSIONAL TRAINING CONSULTANCY LIMITED.



S. Valji

authorised signatory
ON BEHALF OF COMBINED NOMINEES LIMITED

ICC INFORMATION GROUP LIMITED
Charles House
148/149 Great Charles Street
Birmingham
B3 3HT



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2478588

I hereby certify that

COTTONDEAN LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**THE PROFESSIONAL TRAINING CONSULTANCY
LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 15 JUNE 1990

M. Rose
M. ROSE

an authorised officer

Minutes

2478588

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THE PROFESSIONAL TRAINING CONSULTANCY LIMITED

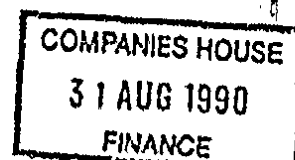
Passed 28 AUGUST 1990

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Brunswick House, 33 East Street, Lindley, Huddersfield on the 1990, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Company's Memorandum of Association be altered with respect to its objects by deleting clause 3(A) and substituting the following clause 3(a):-

To carry on all or any of the businesses of insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, estate and business developers, commission and manufacturers' agents, surveyors, auctioneers, claims assessors, building contractors, financiers, trade credit and status enquiry agents, valuers, assessors, assessors' agents, arbitrators and specialists and general agents for the transaction of life, pension, house, motor, marine, fire, employers' liability, accident, burglary and other insurance business, agents for effecting insurance and obtaining policies in respect of all and every kind of risk and against death, injury or loss arising out of, or through, or in connection with any accidents to human beings against loss or damage to real or personal property; commission and business agents, land, house and general property agents, bill brokers, business transfer agents and agents for the purchase and sale of annuities, and for negotiating loans; to make advances upon the security of land or house or other property or any interest therein, and generally to deal in, traffic with by way of sale, lease, mortgage, exchange, development or otherwise and to let for building, development, investment or any other purpose any land or house property or estates, and any other property, whether real or personal of any nature or kind whatsoever and any interest therein, whether in reversion, remainder or expectancy; to undertake and carry on any business, transaction or operation capable of being undertaken or carried on by insurance brokers and agents, commission agents, financiers, general agents and the like; to carry on business as consultants and advisers in all matters relating to the organisation, financing, administration and management of any business,



charitable or social concern, public authority or other body or undertaking and to investigate the condition, value, circumstances and prospects of the same, to engage in research and organise, promote and provide facilities for management training and development courses, conferences, seminars and demonstrations, to design, make, sell or hire out any films, recordings and teaching aids and presentations, and to prepare, print and publish any books, papers, news-letters, statistics, forecasts, general information and reports relating to any business or concern or any industry, market or commercial sector; to provide the services of research, production, marketing, sales, personnel, accounting, computing, secretarial and administrative staff and consultants; to promote or propose such methods, procedures and measures as may appear desirable and to be dealers in and agents or representatives for all such goods, products, processes, systems, materials and services as may be required by persons having dealings with the Company.

Signed



.....

Director

Statement by person ceasing
to hold office as auditor

J394

Pursuant to section 394 of the Companies Act 1985
as inserted by section 123 of the Companies Act 1989

Company Number

247 8588

Name of Company THE PROFESSIONAL TRAINING CONSULTANCY
LIMITED.

Registered Office INDEPENDENCE HOUSE, HOLLY BANK ROAD
HUDDERSELD, WEST YORKSHIRE

* delete as
appropriate

~~/We*~~ REVELL WARD
of NORWICH UNION HOUSE, HIGH STREET,
HUDDERSELD, WEST YORKSHIRE

hereby give notice in accordance with section 394 of the Companies Act 1985 that

- (a) ~~/We~~ confirm that in connection with ~~my/our~~ ceasing to hold office there are no circumstances which ~~/we~~ consider should be brought to the notice of members or creditors of the company.
- (b) ~~/We~~ consider the following circumstances connected with ~~my/our~~ ceasing to hold office should be brought to the notice of the members or creditors of the company:-



Signed

Revell Ward

Notice of resignation of an auditor

J392

Pursuant to section 392 of the Companies Act 1985
as inserted by section 122 of the Companies Act 1989

Company Number

2478588

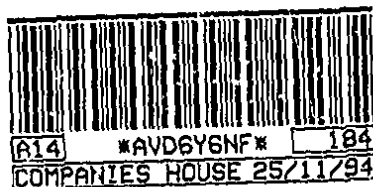
Name of Company THE PROFESSIONAL TRAINING CONSULTANCY
LIMITED

Registered Office INDEPENDENCE HOUSE, HOLLY BANK ROAD,
HUDDERSFIELD, WEST YORKSHIRE

* delete as
appropriate

~~/We*~~ REVELL WARD
of NORWICH UNION HOUSE, HIGH STREET,
HUDDERSFIELD, WEST YORKSHIRE

hereby give notice that in accordance with section 392 of the Companies Act 1985 ~~/we~~ resign as
auditor(s) of the above company as from 21 November 1994



Signed Revell Ward

NOTE

1. This notice is not effective unless accompanied by a statement in accordance with section 394 of the Companies Act 1985. Form J394 may be used for this purpose.
2. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its deposit at the Registered Office of the company.

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11/93