

G**Statutory Declaration of compliance
with requirements on application
for registration of a company**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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--

Name of company

* INLAW TWENTY LIMITED

* insert full
name of Company

I, NICHOLAS SIMON BARRY GOULD,

of KNOLLYS HOUSE, 11 BYWARD STREET, LONDON, EC3R 5EN.

† 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 KNOLLYS HOUSE

Declarant to sign below

11 BYWARD ST.LONDON, EC3R 5EN,the EIGHTH day of MARCHOne thousand nine hundred and NINETY - ONEbefore me [Signature]N. S. Barry Gould

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):

MESSRS INCE & CO.,
KNOLLYS HOUSE,
11 BYWARD STREET,
LONDON, EC3R 5EN.

REF: NSBG/CLW/58/
392

For official Use

New Companies Section

Post room

Jordan & Sons Limited

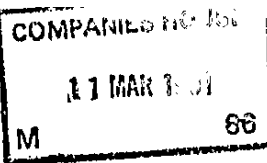
COMPANIES HOUSE
11 MAR 1991

Printed and supplied by

Jordan's

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS
Tel: 0272 230600 Telex 449119



10

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

This form should be completed in black.

Company name (in full)

CN

2593390

For official use

INLAW TWENTY LIMITED

Registered office of the company on
incorporation.

RO

KNOLLYS HOUSE,

11 BYWARD STREET,

Post town LONDON,

County/Region

Postcode EC3R 5EN

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

MESSRS INCE & CO.,

KNOLLYS HOUSE, 11 BYWARD STREET, LONDON,

REF: NSBG/CLW/58/392

Postcode EC3R 5EN.

Telephone 071 623 2011

Extension 392

Company Secretary (See notes 1 - 5)

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Consent signature

CS MR
 NICHOLAS SIMON BARRY
 GOULD

AD 2 RAVERLEY STREET,

Post town LONDON,

County/Region
 Postcode NW5 2HV Country ENGLAND

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

Signed

Date

8-3-91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD MR
 NICHOLAS SIMON BARRY
 GOULD

AD 2 RAVERLEY STREET,

Post town LONDON,

County/Region
 Postcode NW5 2HV Country ENGLAND

DO 0 9 0 6 5 6
OC SOLICITOR
OD
 Nationality **NA** BRITISH

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

Signed

Date

8-3-91

(See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature


CD	MR
ALBERT GEORGE NELSON	
LEVY	
87 ADDISON GARDENS,	
AD	
Post town LONDON,	
County/Region	
Postcode	W14 ODT
Country	ENGLAND
DO	1 1 0 4 5 3
Nationality	BRITISH
OC	SOLICITOR
OD	
I consent to act as director of the company named on page 1	
Signed	Albert Levy
Date	8.3.91

Delete if the form
 is signed by the
 subscribers.

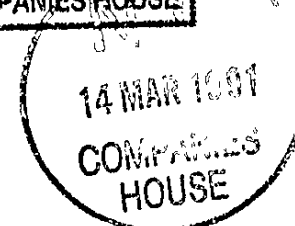
Signature of agent on behalf of all subscribers	Date
-------------------------------------------------	------

Delete if the form
 is signed by an
 agent on behalf of
 all the subscribers.

All the subscribers
 must sign either
 personally or by a
 person or persons
 authorised to sign
 for them.

Signed		Date	8-3-91
Signed	Albert Levy	Date	8.3.91
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

Company No.



THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

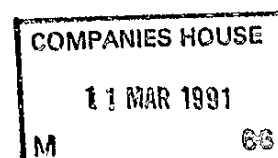
MEMORANDUM OF ASSOCIATION

- of -

INLAW TWENTY LIMITED

1. The Company's name is "INLAW TWENTY 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 business as a general commercial company.
 - (B) Without prejudice to the generality of sub-clause (A) of this clause and to the powers of the Company thereby conferred by statute the Company's objects in carrying on business shall include the following specific objects:
 - (1) To carry on all or any of the businesses of providing management, administrative, legal, technical, operational, financial and secretarial services of every description to other companies; to act as business managers, and commercial agents, to act as a service company and provide accounting, secretarial and office services, staff, equipment, publications, transport and other services as may be required for the running of any office or business or the conduct of any profession, trade, industry or

- 1 -



1305-6250-039114

commercial enterprise; to carry on any or all of the businesses of financiers and commission agents, property agents and managers of real property of every description; and to participate in, undertake and carry on all kinds of commercial, industrial, trading and financial operations and enterprises.

- (2) To buy, sell, manufacture, repair, improve, prepare, let on hire, store, and deal generally in all kinds of plant, machinery, materials, produce, substances, goods and other things and to carry on the business of manufacturers, processors, importers, exporters, hirers and storers of and dealers in any goods and other things.
- (3) To construct, equip and provide, enlarge, remove or replace any buildings, or machinery, and to work, manage and control the same or join with others in so doing.
- (4) To acquire or take rights over all or any part of any estate or interest and to take options over, develop or exploit any property, real or personal, and rights of any kind, and the whole or any part of the undertaking, assets and liabilities of any person.
- (5) To manage and conduct the affairs and business of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- (6) To provide to any person carrying on business in any part of the world every type of service, whether professional, management, administrative, secretarial, or technical or of any other kind or description whatsoever.
- (7) To carry on any other trade or business whatsoever which, in the opinion of the Company's Board of Directors, is or may be capable of being conveniently carried on or done in connection with or ancillary to any business of the Company which is likely directly or indirectly to enhance the value of, or render more profitable, all or any part of the Company's undertaking, property or assets, or otherwise to advance the interests of the Company or of its members.
- (8) To enter into contracts, agreements and arrangements with any other person for the carrying out by such other person on behalf of the Company of any of the objects for which the Company is formed.

- (9) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (10) To enter into any arrangements with any government or any authority, that may seem conducive to the attainment of any of the Company's objects and to obtain from any government or authority any rights, privileges, and concessions and to carry out, exercise and comply with any of the same.
- (11) To apply for, purchase or by other means acquire and perfect, prolong and renew any intellectual or industrial property rights or concessions and the like, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any of the same, and to expend money in research and development in respect thereof, and to carry on any business whatsoever, whether manufacturing or otherwise, which the Company's Board of Directors consider may directly or indirectly achieve or assist in achieving these objects.
- (12) To amalgamate or enter into partnership or any arrangement for sharing profits, co-operation, joint-venture, reciprocal concession or other means of participation with any person (including any director or employee of the Company) and to take-over, guarantee, or assume any obligation of any person.
- (13) To subsidise or assist any person and generally to act as agents or brokers for and render services to any company, and to sub-contractors.
- (14) To enter into any guarantee, contract of indemnity or suretyship including without limitation to guarantee or otherwise provide security with or without consideration or by any means whatsoever for the performance of the obligations and the payment of whatsoever by any person. A guarantee shall include any obligation (whatever called) to pay, purchase, provide funds in any manner whatsoever for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other person.

- (15) To promote any company for any purpose which may seem directly or indirectly calculated to benefit 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 such company.
- (16) To pay all or any expenses which the Company may lawfully pay, incidental to the formation, registration and advertising of, or raising of money for, the Company, the issue of its capital and the advertising or offering for sale or subscription by any company of any shares or other securities of the Company.
- (17) To remunerate any person rendering services to the Company in any manner whatsoever.
- (18) To purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property or any rights or privileges therein.
- (19) To receive money on deposit upon such terms as the Company may approve.
- (20) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (21) To lend money or give credit with or without security.
- (22) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and to purchase, redeem or pay off any such securities.
- (23) To remunerate any person for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting, offering for sale or subscription of any securities of the Company or of any company in which the Company may be interested or propose to be, or in or about the conduct of the business of the Company, in any manner whatsoever.
- (24) To subscribe for, acquire, and hold shares, or any other obligations of any other company and to co-ordinate, finance and manage the business and operation of any company in which the Company holds any such interest.

- (25) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (26) To sell, lease, exchange, let on hire, or dispose of any real or personal property or assets or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (27) To adopt such means of making known and otherwise marketing the businesses and products of the Company as may seem expedient.
- (28) To establish support, or contribute to any charitable or public object and any institution, trust, society club or scheme which may be for the benefit of the Company or its Directors, officers or employees, or of any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees or any trade association.
- (29) To give pensions, gratuities, annuities or charitable aid and generally to provide advantages, facilities and services to any person who have served the Company or any subsidiary, allied, or associated company or to the wives, or other dependents of such persons, to make advance provision for the payment of such pensions, gratuities or annuities by establishing or acceding to such trusts schemes or arrangements as may seem expedient, to appoint trustee or to act as trustee of any such schemes or arrangements and to make payments towards insurance for the benefit of such persons or to any of their dependents.
- (30) To establish and contribute to any scheme for the purchase or subscription by any trustee of shares in the Company to be held for the benefit of employees of the Company or any subsidiary, or associated company, and to pay or lend money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.
- (31) To take all requisite steps to obtain any necessary consents, orders or licenses to enable the Company to carry any of its objects or business into effect or of

effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

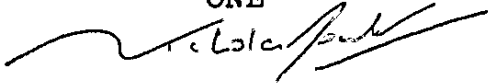

- (32) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (33) To distribute any of the property of the Company in specie among the shareholders.
- (34) To amalgamate with any other company having objects wholly or in part similar to those of the Company.
- (35) Subject to the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act.
- (36) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (37) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them which may seem to the Company's Board of Directors to benefit directly or indirectly the Company.
 - (a) the word "company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed incorporated, domiciled or resident in the United Kingdom or elsewhere;
 - (b) the word "person" shall include any company as well as any other legal or natural person;

- (c) the word "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock charge mortgage, deposit, receipt, bill, note, coupon, right to subscribe or consent, or any similar right or obligation;
- (d) the words "and" and "or": shall mean "and/or" where the context so permits;
- (e) the words "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible; and
- (f) none of the several sub-paragraphs in this sub-clause (B) or the objects herein specified shall, except where the context expressly so requires, be construed as merely subsidiary or auxilliary to any other such sub-paragraph, nor shall any such sub-paragraph, unless 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 the different objects specified in the several of this sub-clause (B) 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 sub-paragraphs defined the objects of a separate, distinct and independant company.

4. The liability of the Members is limited.


5. The Company's Share Capital is £100 divided into 100 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 in the capital of the Company shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
INLAW NOMINEES LIMITED Knollys House 11 Byward Street LONDON EC3R 5EN	ONE 
INLAW SECRETARIES LIMITED Knollys House 11 Byward Street LONDON EC3R 5EN	ONE 

DATED the 8TH day of MARCH 1991

WITNESS to the above signatures:-

 CLAIRE WISE
Knollys House
11 Byward Street
LONDON EC3R 5EN

392x21

No.

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

INLAW TWENTY LIMITED

PRELIMINARY

1. (A) In these Articles "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended from time to time and "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

(B) The Regulations contained in Table A shall apply to the Company except insofar as they are excluded or modified by these Articles. The Regulations of Table A numbered 3, 24, 41, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 80, 81, 94, 95, 96, 97, 98, 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

3. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

4. (A) The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities or other shares of the Company to such persons, at such times and generally on such terms and conditions and carrying such rights or being subject to such restrictions as the Directors may determine. This authority shall, subject to Section 80(7) of the Act, be for a period expiring on the fifth anniversary of the date of the adoption of these articles as the Articles of Association of the Company unless renewed, varied or revoked by the Company in General Meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of these Articles being the sum of £100.

(B) The Directors shall be entitled under the authority conferred by sub-paragraph (A) of this Article or under any renewal of that authority to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

5. The pre-emption provisions of sub-section (1) of Section 89 of the Act and the provisions of sub-sections (1) to (6) (inclusive) of Section 90 of the Act shall not apply to any allotment of the Company's equity securities.

6. The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he is the sole registered holder of shares or one of two or more joint holders. The lien shall extend to all moneys presently payable by him or his estate to the Company.

7. Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

8. Subject to the provisions of the Act the Company shall be entitled to redeem or purchase its shares out of capital (within the meaning of Section 171(2) of the Act) or otherwise.

NOTICES

9. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Act, as to giving information to Members in regard to their right to appoint

proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the auditor for the time being of the Company.

TRANSFERS

10. The Directors may in their absolute discretion and without giving any reason decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

12. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.

13. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be modified accordingly.

14. Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote for every share of which he is the holder.

15. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VOTES OF MEMBERS

16. There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly.

17. Evidence of the fact that a proxy is duly appointed may be accepted by the Directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the Directors from requiring that 48 hours notice be given in any given case and Regulation 62 of Table A shall be construed accordingly.

DIRECTORS

18. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company.

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

20. Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising therefrom, and if he does so vote his vote shall be counted and he shall be included in calculating a quorum when any such contract transaction or arrangement is under consideration.

21. The office of Director shall be vacated if the Director:-

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes disqualified from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or is otherwise so prohibited or disqualified under any statutory provision for the time being in force; or

(c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or

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

22. Without prejudice to the powers of the Directors under Regulation 79 of Table A 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.

23. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Regulation 79 of Table A shall be deleted.

24. Regulation 82 of Table A shall be amended by the addition of the following:

"Such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally. Any Director who, at the request of the Directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

25. 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 at any time or from time to time 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 remove any Director from office or appoint any person to be a Director. Such removal or appointment shall take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on such later date (if any) as may be specified therein.

26. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as provided by these Articles to be his alternate. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of

the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him. No such appointment of a person other than a Director shall be effective unless and until the approval of the Directors by a majority consisting of not less than two-third of all the Directors shall have been given. A Director may at any time revoke the appointment of an alternate appointed by him, and, subject to such approval as aforesaid, appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum is present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director 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 the alternate and the Director appointing him.

27. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

28. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director for any cause immediately cease to hold such executive office.

29. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be

one. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.

30. Any Director (including an alternate Director) may participate in a meeting of the Directors or a committee of Directors of which he is a member by means of a conference telephone or similar communicating 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.

31. Regulation 88 of Table A shall be amended by substituting for the sentence "It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom." the following sentence

"Notice of every meeting of Directors shall be given to each Director or his alternate Director, including Directors and alternate Directors who may be absent from the United Kingdom and have given the Company their address outside the United Kingdom."

THE SEAL

32. The Directors or a committee of Directors authorised by the Directors may by telephone or telex communication or by facsimile reproduction authorise the Secretary or any Director to use the Seal and the transmission of such authority shall constitute a determination in such case that the Secretary or the named Director alone may sign any instrument to which the Seal is to be affixed pursuant to that authority, and Regulation 101 of Table A shall be modified accordingly.

33. Subject to the provisions of the Act a document signed by a Director and the Secretary of the Company, or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the Seal of the Company.

RESERVES

34. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be used in the

business of the Company or be invested (other than in shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS

35. The Directors may with the authority of an Ordinary Resolution:-

(a) subject as provided in this Article, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve), or any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

(b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of the ordinary share capital (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: Provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

(c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid, rank for dividends only to the extent that other partly paid shares rank for dividend;

(d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited

as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such Members; and

(f) generally do all acts and things required to give effect to such resolutions as are referred in this Article.

PROVISION FOR EMPLOYEES

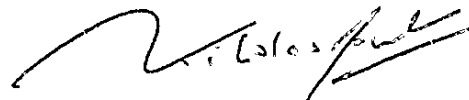
36. The Company shall exercise the power conferred upon it by Section 719 of the Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Section 125 of the Act.

INDEMNITY

37. Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every director or other officer or auditor of the Company shall be entitled to be indemnified, out of the assets of the Company, against all losses or liabilities which he may sustain or incur in or about or in connection with the execution of the duties of his office, including any liability incurred by him in defending any proceedings, (whether civil or criminal), in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court. No director or other officer of the Company shall be liable for any loss, damage or liability which may accrue to or be incurred by the Company in the execution of or in relation to the duties of his office. This regulation shall have effect only insofar as its provision are not rendered void by Section 310 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

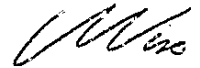
INLAW NOMINEES LIMITED
Knollys House
11 Byward Street
London EC3R 5EN



INLAW SECRETARIES LIMITED
Knollys House
11 Byward Street
London EC3R 5EN



DATED the 8TH day of MARCH 1991
WITNESS to the above signatures:-

 CLAIKE WISE
Knollys House
11 Byward Street
London EC3R 5EN

392x06

FILE COPY



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

No. 2593390

I hereby certify that

INLAW TWENTY 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 20 MARCH 1991

A handwritten signature in cursive script, reading 'F. A. Joseph'.

F. A. JOSEPH
an authorised officer

Company No. 2593390

THE COMPANIES ACTS 1985 - 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
INLAW TWENTY LIMITED

PASSED ON 16TH APRIL 1991

At an Extraordinary General Meeting of the above-named Company duly convened and held at Knollys House, Byward Street, London EC3 on 16TH APRIL 1991 the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

That the name of the Company be changed to "WPA Investments (Development) Limited".

..... *Albert*
CHAIRMAN

*£40 / RB01
Scotland / P1 / 039902*

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2593390

I hereby certify that

INLAW TWENTY LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WPA INVESTMENTS (DEVELOPMENT) LIMITED

**Given under my hand at the Companies Registration Office,
Cardiff the 1 MAY 1991**

[Signature]
an authorised officer

an authorised officer,

Company No. 2593390

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

WPA INVESTMENTS (DEVELOPMENT) LIMITED

- *1. The Company's name is "WPA INVESTMENTS (DEVELOPMENT) 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 business as a general commercial company.
 - (B) Without prejudice to the generality of sub-clause (A) of this clause and to the powers of the Company thereby conferred by statute the Company's objects in carrying on business shall include the following specific objects:
 - (1) To carry on all or any of the businesses of providing management, administrative, legal, technical, operational,

* Amended by Special Resolution passed on 16th April 1991.

financial and secretarial services of every description to other companies; to act as business managers, and commercial agents, to act as a service company and provide accounting, secretarial and office services, staff, equipment, publications, transport and other services as may be required for the running of any office or business or the conduct of any profession, trade, industry or commercial enterprise; to carry on any or all of the businesses of financiers and commission agents, property agents and managers of real property of every description; and to participate in, undertake and carry on all kinds of commercial, industrial, trading and financial operations and enterprises.

- (2) To buy, sell, manufacture, repair, improve, prepare, let on hire, store, and deal generally in all kinds of plant, machinery, materials, produce, substances, goods and other things and to carry on the business of manufacturers, processors, importers, exporters, hirers and storers of and dealers in any goods and other things.
- (3) To construct, equip and provide, enlarge, remove or replace any buildings, or machinery, and to work, manage and control the same or join with others in so doing.
- (4) To acquire or take rights over all or any part of any estate or interest and to take options over, develop or exploit any property, real or personal, and rights of any kind, and the whole or any part of the undertaking, assets and liabilities of any person.
- (5) To manage and conduct the affairs and business of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- (6) To provide to any person carrying on business in any part of the world every type of service, whether professional, management, administrative, secretarial, or technical or of any other kind or description whatsoever.
- (7) To carry on any other trade or business whatsoever which, in the opinion of the Company's Board of Directors, is or may be capable of being conveniently carried on or done in connection with or ancillary to any business of the Company which is likely directly or indirectly to enhance the value of, or render more profitable, all or any part of the Company's undertaking, property or assets, or otherwise to advance the interests of the Company or of its members.

- (8) To enter into contracts, agreements and arrangements with any other person for the carrying out by such other person on behalf of the Company of any of the objects for which the Company is formed.
- (9) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (10) To enter into any arrangements with any government or any authority, that may seem conducive to the attainment of any of the Company's objects and to obtain from any government or authority any rights, privileges, and concessions and to carry out, exercise and comply with any of the same.
- (11) To apply for, purchase or by other means acquire and perfect, prolong and renew any intellectual or industrial property rights or concessions and the like, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any of the same, and to expend money in research and development in respect thereof, and to carry on any business whatsoever, whether manufacturing or otherwise, which the Company's Board of Directors consider may directly or indirectly achieve or assist in achieving these objects.
- (12) To amalgamate or enter into partnership or any arrangement for sharing profits, co-operation, joint-venture, reciprocal concession or other means of participation with any person (including any director or employee of the Company) and to take-over, guarantee, or assume any obligation of any person.
- (13) To subsidise or assist any person and generally to act as agents or brokers for and render services to any company, and to sub-contractors.
- (14) To enter into any guarantee, contract of indemnity or suretyship including without limitation to guarantee or otherwise provide security with or without consideration or by any means whatsoever for the performance of the obligations and the payment of whatsoever by any person. A guarantee shall include any obligation (whatever called) to pay, purchase, provide funds in any manner whatsoever

for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other person.

- (15) To promote any company for any purpose which may seem directly or indirectly calculated to benefit 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 such company.
- (16) To pay all or any expenses which the Company may lawfully pay, incidental to the formation, registration and advertising of, or raising of money for, the Company, the issue of its capital and the advertising or offering for sale or subscription by any company of any shares or other securities of the Company.
- (17) To remunerate any person rendering services to the Company in any manner whatsoever.
- (18) To purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property or any rights or privileges therein.
- (19) To receive money on deposit upon such terms as the Company may approve.
- (20) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (21) To lend money or give credit with or without security.
- (22) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and to purchase, redeem or pay off any such securities.
- (23) To remunerate any person for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting, offering for sale or subscription of any securities of the Company or of any company in which the Company may be interested or propose to be, or in or about the conduct of the business of the Company, in any manner whatsoever.
- (24) To subscribe for, acquire, and hold shares, or any other obligations of any other company and to co-ordinate,

finance and manage the business and operation of any company in which the Company holds any such interest.

- (25) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (26) To sell, lease, exchange, let on hire, or dispose of any real or personal property or assets or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (27) To adopt such means of making known and otherwise marketing the businesses and products of the Company as may seem expedient.
- (28) To establish support, or contribute to any charitable or public object and any institution, trust, society club or scheme which may be for the benefit of the Company or its Directors, officers or employees, or of any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees or any trade association.
- (29) To give pensions, gratuities, annuities or charitable aid and generally to provide advantages, facilities and services to any person who have served the Company or any subsidiary, allied, or associated company or to the wives, or other dependents of such persons, to make advance provision for the payment of such pensions, gratuities or annuities by establishing or acceding to such trusts schemes or arrangements as may seem expedient, to appoint trustee or to act as trustee of any such schemes or arrangements and to make payments towards insurance for the benefit of such persons or to any of their dependents.
- (30) To establish and contribute to any scheme for the purchase or subscription by any trustee of shares in the Company to be held for the benefit of employees of the Company or any subsidiary, or associated company, and to pay or lend money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.

- (31) To take all requisite steps to obtain any necessary consents, orders or licenses to enable the Company to carry any of its objects or business into effect or of effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (32) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (33) To distribute any of the property of the Company in specie among the shareholders.
- (34) To amalgamate with any other company having objects wholly or in part similar to those of the Company.
- (35) Subject to the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act.
- (36) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (37) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them which may seem to the Company's Board of Directors to benefit directly or indirectly the Company.
- (a) the word "company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed incorporated, domiciled or resident in the United Kingdom or elsewhere;

- (b) the word "person" shall include any company as well as any other legal or natural person;
- (c) the word "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock charge mortgage, deposit, receipt, bill, note, coupon, right to subscribe or consent, or any similar right or obligation;
- (d) the words "and" and "or": shall mean "and/or" where the context so permits;
- (e) the words "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible; and
- (f) none of the several sub-paragraphs in this sub-clause (B) or the objects herein specified shall, except where the context expressly so requires, be construed as merely subsidiary or auxilliary to any other such sub-paragraph, nor shall any such sub-paragraph, unless 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 the different objects specified in the several of this sub-clause (B) 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 sub-paragraphs defined the objects of a separate, distinct and independant company.

4. The liability of the Members is limited.

5. The Company's Share Capital is £100 divided into 100 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 in the capital of the Company shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
INLAW NOMINEES LIMITED Knollys House 11 Byward Street LONDON EC3R 5EN	ONE
INLAW SECRETARIES LIMITED Knollys House 11 Byward Street LONDON EC3R 5EN	ONE

DATED the day of 199

WITNESS to the above signatures:-

Knollys House
11 Byward Street
LONDON EC3R 5EN

392x21

G

COMPANIES FORM No. 123

Notice of Increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--	--

2593390

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

Name of company

* WPA INVESTMENTS (DEVELOPMENT) LIMITED

* Insert full name
of company

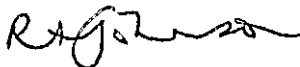
gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31 October 1991 the nominal capital of the company has been
increased by £ 900.00 beyond the registered capital of £ 100.00.

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

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

‡ the copy must be
printed or in some
other form approved
by the registrar‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriatePlease tick here if
continued overleaf☐

Signed



Designation†

Secretary

Date

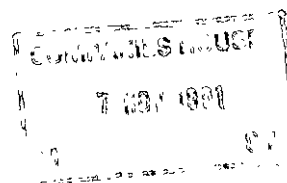
4/11/91

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

Mrs C M Smith
WPA Limited
Rivergate House
70 Redcliffe Street
Bristol
BS1 6LS

For official Use
General Section

Post room



Company No: 2593390

COMPANIES ACTS 1985 - 1989

ORDINARY RESOLUTIONS

of

WPA INVESTMENTS (DEVELOPMENT) LIMITED

Notice is hereby given that at an Extraordinary General Meeting of the Company held on 31 October 1991 the following resolution were duly passed:-

ORDINARY RESOLUTION

That the authorised share capital of the Company be increased from £100 to £1,000 by the creation of 900 Ordinary Shares of £1 each to rank pari passu in all respects with the capital of the Company.

DATED4/11/91.....

.....*R.A. Johnson*.....
SECRETARY



Company No: 2593389

COMPANIES ACTS 1985 - 1989

ORDINARY RESOLUTIONS

of

WPA INSURANCE SERVICES LIMITED

Notice is hereby given that at an Extraordinary General Meeting of the Company held on 31 October 1991 the following resolution were duly passed:-

ORDINARY RESOLUTION

That the authorised share capital of the Company be increased from £100 to £20,000 by the creation of 19,900 Ordinary Shares of £1 each to rank pari passu in all respects with the capital of the Company.

DATED4/11/91.....

.....*R. J. Shaw*.....
SECRETARY



G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2593340

Name of company

* WPA INVESTMENTS (DEVELOPMENT) LIMITED

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 1 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed



Designation†

Director

Date

11/11/91

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

Mrs C M Smith
WPA Ltd
Rivergate House
70 Redcliffe Street
Bristol, BS1 6LS

For official use
D.E.B.

Post room

--	--

Company No. 2593390

THE COMPANIES ACTS 1948 - 1967

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WPA INVESTMENTS (DEVELOPMENT) LIMITED

(Passed on 17 June 1992)

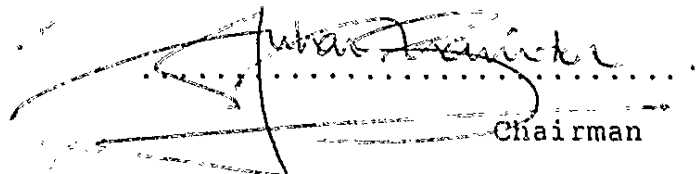
At an Extraordinary General Meeting of the above named Company duly convened and held at Rivergate House on 17 June 1992 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the provision for notice in accordance with Section 368, Companies Act 1985 be waived pursuant to Section 369(3);

The Secretary have informed the meeting that by a Resolution passed on 31 October 1991 the authorised share capital of the Company was increased by 900 Ordinary Shares of £1 each to rank pari passu in all respects with the then existing capital of the Company, but that no Resolution was passed pursuant to Section 80 to authorise the allotment of the amount of increase of capital and notwithstanding this on 31 October 1991 shares were allotted to the parent company, WPA Investments Limited. Unless the allotment was ratified and approved by Shareholders it would be void. It was therefore RESOLVED:-

That the Directors be unconditionally authorised to allot for a period of five years commencing from 31 October 1991 the whole of the amount of increased authorised capital consisting of 900 Ordinary £1 Shares and the allotment of 998 Shares to WPA Investments Limited be hereby ratified and approved.


Chairman

Company No. 2593390

THE COMPANIES ACTS 1948 - 1967

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WPA INVESTMENTS (DEVELOPMENT) LIMITED

(Passed on 17 June 1992)

At an Extraordinary General Meeting of the above named Company duly convened and held at Rivergate House on 17 June 1992 the following Resolution was duly passed as a Special Resolution:

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That the Directors be unconditionally authorised to allot for a period of five years commencing from 31 October 1991 the whole of the amount of increased authorised capital consisting of 900 Ordinary £1 Shares and the allotment of 998 Shares to WPA Investments Limited be hereby ratified and approved.

John A. ...
.....
Chairman

