

Company Number:

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.
SPECIAL RESOLUTIONS

OF

SURFTASTE LIMITED

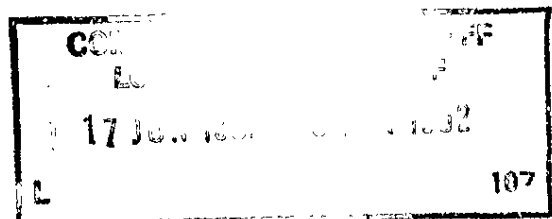
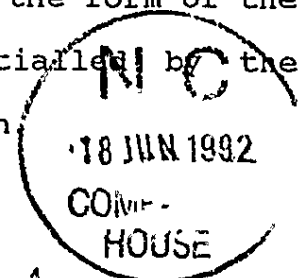
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 43 Streatham Hill, London, SW2 1TP on 15th June, 1992 the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to 1 Knoll Road Management Company Limited
2. THAT the Articles of Association of the Company be altered by adopting new Articles of Association in the form of the print produced to the Meeting and initialled by the Chairman for the purposes of identification

Cal Norick

CHAIRMAN



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2674933

I hereby certify that

SURFTASTE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

1 KNOLL ROAD MANAGEMENT COMPANY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 JULY 1992

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

MRS D. M. JONES

an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 276922

I hereby certify that

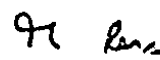
PLESSEY CONTROLS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SIEMENS PLESSEY CONTROLS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 8 MARCH 1990


M. ROSE

an authorised officer

PLESSEY CONTROLS LIMITED

Minutes of an Extraordinary General
Meeting held at Vicarage Lane Ilford
Essex on 7th November 1989.

PRESENT: Mr. K.B. Huntbatch - in the Chair
Mr. M.A. Ross - (representing
Plessey-UK Limited)

The following resolution was passed as a Special
Resolution:-

THAT the regulations contained in the document
submitted to this meeting and for the purpose of
identification signed by the Chairman thereof be and
the same are hereby adopted as the Articles of
Association of the Company to the exclusion of and in
substitution for all the existing Articles of
Association.

K. B. Huntbatch
.....
CHAIRMAN

No. 276922

THE COMPANIES ACT 1929
AND
THE COMPANIES ACTS 1948-1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

PLESSEY CONTROLS LIMITED

Passed 9th December 1981

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Vicarage Lane Ilford Essex on Wednesday the Ninth of December 1981 the following Resolution was passed as a Special Resolution:-

RESOLUTION

That the provisions of the Memorandum of Association of the Company with respect to the objects be altered by deleting therefrom Clause 3 and substituting therefor the Clause 3 set out in the print of the Memorandum of Association of the Company produced to the meeting and for the purpose of identification signed by the Chairman thereof.

R.B. HINTBATCH
CHAIRMAN



No. 276922

THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PLESSEY CONTROLS LIMITED

(Passed 3rd April 1978)

At an EXTRAORDINARY GENERAL MEETING of the above
named Company duly convened and held at Vicarage Lane, Ilford
Essex on Monday the Third day of April 1978 the following
Resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT the provisions of the Memorandum of Association
of the Company with respect to the object of the Company
be altered by deleting therefrom Clause 3 and substituting
therefor the Clause 3 set out in the print of the Memorandum
of Association of the Company produced to the Meeting and
for the purpose of identification signed by the Chairman
thereof

K.B. HUNTDATCH.

Chairman

No. 276922

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolutions

OF
PLESSEY NUMERICAL CONTROLS
LIMITED

(Passed 2nd January, 1967)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 56 Vicarage Lane Ilford Essex on Monday the Second day of January 1967 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

1. THAT each of the 130,000 Preference Shares of £1 each in the capital of the Company be sub-divided into 2 Preference Shares of 10s. each and that the resulting 260,000 Preference Shares of 10s. each be converted into 260,000 Ordinary Shares of 10s. each ranking *pari passu* on issue in all respects as one class of share with the existing Ordinary Shares of 10s. each in the capital of the Company.

2. THAT the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by deleting therefrom Clause 3 and substituting therefor the Clause 3 set out in the print of the Memorandum of Association of the Company produced to the Meeting and for the purpose of identification signed by the Chairman thereof.

3. THAT the Regulations contained in the printed document produced to the Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

M. HADDON-GRANT,

Chairman.

No. 376922

THE COMPANIES ACT 1929

- and -

THE COMPANIES ACT 1948 to 1981

- and -

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PLESSEY CONTROLS LIMITED

Passed 1st March 1990

By a written resolution of the members of the above named Company on Thursday the First day of March 1990 the following Resolution was duly passed as a Special Resolution :-

That the name of the Company be changed to
SIEMENS PLESSEY CONTROLS LIMITED

M.A.ROSS
Secretary

THE COMPANIES ACT 1929
AND
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

RESOLUTIONS OF
PLESSEY CONTROLS LIMITED

Passed on 6th March, 1990

At an Extraordinary General Meeting of the above named company, duly convened and held on 6th March, 1990 the following resolutions were duly passed as Ordinary and Special Resolutions.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and it is hereby increased from £1,380,000 to £1,500,000 by the creation of 240,000 Ordinary Shares of 50p each, such shares to rank *pari passu* in all respects with the existing Ordinary Shares of 50p each in the capital of the Company.
2. THAT the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") to exercise all of the powers of the Company to allot relevant securities (within the meaning of the said Section 80 of the Act) up to a maximum aggregate nominal amount of £393,750, provided that this authority shall expire on 31 March 1990. Any existing authority conferred upon the Directors of the Company to allot relevant securities is hereby revoked.

SPECIAL RESOLUTION

3. That the Memorandum of Association of the Company be amended by the insertion of a new Clause in place of the existing Clause 3(A) as set out below:

3(A) To carry on the design, manufacture, supply, installation, operation and maintenance of hardware and software products, systems and services relating to the control and management of all forms of road traffic and the provision of associated products and services for the road traffic environment, to radio communication and control systems, to the measurement, monitoring and control of environmental contamination and to other specialist communication and control based electronic applications and generally to carry on any business involving or concerned with the application of science and technology in all their aspects to anything capable of such application for the purposes useful or likely to be useful to mankind, and to carry on research and development in connection with any of the above objects.

Philip Vignani
.....

Chairman of the Meeting

March, 1990

Registered No. 276922

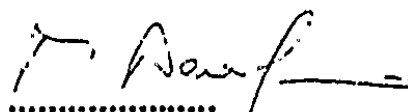
THE COMPANIES ACT 1929
-and-
THE COMPANIES ACTS 1948-1981
-and-
THE COMPANIES ACT 1985

SIEMENS PLESSEY CONTROLS LIMITED

The following resolution was duly passed at an Extraordinary General Meeting of the Company held on 20th June, 1990:

SPECIAL RESOLUTION

THAT the whole of the amount of £91,719,250 standing to the credit of the share premium account of the Company be cancelled.

A handwritten signature in dark ink, appearing to read 'M. Bonf...', is written over a dotted line.

Chairman

No. 276922

THE COMPANIES ACT 1929

- and -

THE COMPANIES ACTS 1948 TO 1981

- and -

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SIEMENS PLESSEY CONTROLS LIMITED

(As altered by Special Resolutions passed on
2nd January, 1967, 3rd April, 1978,
9th December, 1981 and 6th March, 1990)

1. The name of the Company is "SIEMENS PLESSEY CONTROLS LIMITED"*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :

(A) To carry on the design, manufacture, supply, installation,

* Name changed from Plessey Controls Limited by a Resolution dated 8th March, 1990.

operation and maintenance of hardware and software products, systems and services relating to the control and management of all forms of road traffic and the provision of associated products and services for the road traffic environment, to rail communication and control systems, to the measurement, monitoring and control of environmental contamination and to other specialist communication and control based electronic applications and generally to carry on any business involving or concerned with the application of science and technology in all their aspects to anything capable of such application for the purposes useful or likely to be useful to mankind, and to carry on research and development in connection with any of the above objects.

- (B) To carry on the business of manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation or employment of electricity and the business of electricians and mechanical engineers.
- (C) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, including therein roads, ways, railways, tramways, carrying or transport undertakings, by land, water or air, stations, aerodromes, docks, harbours, piers, wharves, canals, reservoirs, water rights, waterworks, watercourses, bridges, flumes, irrigations, embankments, hydraulic works, drainage, iron, steel, ordnance, engineering and improvement works, gasworks, electrical works, telegraphs, telephones, cables, timber rights, saw-mills, paper and pulp mills, crushing mills, smelting works, quarries, collieries, coke ovens, foundries, furnaces, factories, warehouses, hotels, viaducts, aqueducts, markets, exchanges, mints, ships, lighters, postal services, newspapers and other publications, breweries, stores, shops, churches, chapels, public and private buildings, residences, places of amusement,

recreation or instruction, or any other works, whether of the foregoing nature or not whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction maintenance, improvement, management, working, control or superintendence thereof respectively, provided that no telegraph, telephone and postal business shall be carried on in the United Kingdom without the licence of the British Government.

- (D) To carry on in all its branches any electrical, chemical, metallurgical or other business or operations and whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (E) To undertake and execute contracts of every kind relating to and involving the supply of minerals, ores, metals, metallic alloys and compounds, and for the purposes of any such contracts to carry on, undertake and transact any business subservient to the carrying out and proper execution thereof.
- (F) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (G) To purchase, or by any other means acquire any real or personal property or rights whatsoever.

- (H) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (I) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
- (J) To carry on business as bankers, capitalists, financiers, industrialists and merchants.
- (K) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (L) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in

Improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (M) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (N) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (O) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (P) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (Q) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money lender.

- (R) To receive moneys on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (S) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (T) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (U) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any

modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

- (V) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (W) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (X) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (Y) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining application for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

- (Z) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (AA) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (BB) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

- (CC) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (DD) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (EE) 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, sub-contractors, trustees or otherwise.
- (FF) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein

contained shall empower the Company to carry on business of assurance, insurance or reinsurance within the meaning of the Insurance Companies Act, 1958, or of any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.
5. The share capital of the Company is £280,000 divided into 130,000 shares of £1 cash and 300,000 shares of 10s. each*.

-
- *N.B.
- (a) The original capital of the Company was £280,000 divided into 130,000 Preference Shares of £1 each and 300,000 Ordinary Shares of 50p. each.
 - (b) By an Ordinary Resolution passed on 3rd May, 1951, the capital of the Company was increased to £580,000 by the creation of 600,000 new Ordinary Shares of 50p. each.
 - (c) By an Ordinary Resolution passed on 6th May, 1954, the capital of the Company was increased to £880,000 by the creation of 600,000 new Ordinary Shares of 50p. each.
 - (d) By an Ordinary Resolution passed on 4th May, 1960, the capital of the Company was increased to £1,380,000 by the creation of 1,000,000 new Ordinary Shares of 50p. each.
 - (e) By a Special Resolution passed on 2nd January, 1967, 130,000 Preference Shares of £1 each were sub-divided into 260,000 Preference Shares of 50p. each which were subsequently converted into Ordinary Shares of 50p. each.
 - (f) By an Ordinary Resolution passed on 6th March, 1990, the capital of the Company was increased to £1,500,000 by the creation of 240,000 Ordinary Shares of 50p each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
V. SUMMERS 2 Bond Court, Walbrook, EC4	One Ordinary
Clerk. J. COOKSON 2 Bond Court, Walbrook, EC4	One Ordinary
Clerk. R. SMITH 2 Bond Court, Walbrook, EC4	One Ordinary
Clerk. S.G. BROOK 2 Bond Court, Walbrook, EC4	One Ordinary
Clerk. FREDK. HOPTON 2 Bond Court, Walbrook, EC4	One Ordinary
Clerk.	

E.J. ALLDIS	One
2 Bond Court, Walbrook, EC4	Ordinary
Clerk.	
J. BENNETT	One
2 Bond Court, Walbrook, EC4	Ordinary
Clerk.	

Total Shares taken

Seven

Dated 12th June, 1933.

WITNESS to the above Signatures:-

L. BANCROFT

2 Bond Court,

London EC4

Clerk to Messrs. Linklaters & Paines.

WJJ/D112

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 1929

- and -

THE COMPANIES ACTS 1948-1981

- and -

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

*SIEMENS PLESSEY CONTROLS LIMITED

(Adopted by a Resolution dated 7th November, 1989)

PRELIMINARY

1. In these Articles and, where relevant, in Table A:

"the Authority" means the Secretary of State for Defence of the United Kingdom of Great Britain and Northern Ireland acting on behalf of the Crown.

*Name changed from Plessey Controls Limited by a Resolution dated 8th March, 1990.

"British Citizen" means a person who is a British citizen under the British Nationality Act 1981 or any statutory modification or re-enactment thereof for the time being in force.

"Director" shall have the meaning ascribed to such term in Section 741 of the Act or any statutory modification or re-enactment thereof for the time being in force.

"Executive Director" means a Director who occupies a managerial and executive role within the Company and the term "Non-Executive Director" shall be construed accordingly.

"the Act" means the Companies Act 1985.

"Table A" means Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

"the Statutes" means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

- 2.01 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- 2.02 Regulations 24, 73 to 78 inclusive, 87 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CAPITAL

- 3.01 The share capital of the Company at the date of the adoption of these Articles is £1,380,000 divided into 2,760,000 Ordinary Shares of 50p each.

- 3.02 Subject to the provisions of Article 3.03 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of adoption of these Articles and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.
- 3.03 The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be up to the amount of the total unissued share capital of the Company or such other amount as shall be authorised by the Company in General Meeting.
- 3.04 The authority conferred on the Directors by Article 3.02 and 3.03 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
- 3.05 The provisions of section 89(1) of the Act shall not apply to the Company.

TRANSFER OF SHARES

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

PROCEEDINGS AT GENERAL MEETINGS

- 5.01 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if

signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation.

- 5.02 Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence: "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."
- 5.03 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

POWERS AND DUTIES OF DIRECTORS

6. Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.
7. The Directors may exercise all the powers of the Company contained in Clause 3(R) of the Memorandum of Association of the Company.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

8. Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution and subject to

Article 10, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgment at the registered office of the Company.

9. The office of a Director shall be vacated if the Director:
- (a) is removed from office under Section 303 of the Act; or
 - (b) is removed from office under Articles 8 or 10 hereof.

Regulation 81 shall be modified accordingly.

- 10.01 Except with the prior written consent of the Authority, no person may be appointed to or continue in the office of an Executive Director or as an alternate of an Executive Director unless he is a British Citizen. If an Executive Director ceases to be a British Citizen, the office of Director of the person concerned shall thereupon be vacated, save where the Authority has previously consented in writing to such person remaining in office as Director.
- 10.02 Except with the prior written consent of the Authority, a person who is not a British Citizen may be appointed or continue in the office of a Non-Executive Director only if the majority of Non-Executive Directors for the time being are British Citizens and no person may be appointed to or continue in the office of an alternate of a Non-Executive Director who is a British Citizen unless that person is also a British Citizen.

- 10.03 If for any reason the majority of Non-Executive Directors for the time being are not British Citizens, the Directors shall, upon becoming aware of that fact, forthwith procure that the majority of Non-Executive Directors shall be British Citizens, save where the Authority has previously consented otherwise in writing. For the purpose of this paragraph, the Directors shall have power to appoint any one or more persons who are British Citizens to be Non-Executive Directors and/or to remove any one or more Non-Executive Directors who are not British Citizens from office as Director. Any Non-Executive Director who shall be so removed from office shall be that most recently appointed as a Director and if appointed by the same resolution or instrument in writing the appointments shall be deemed to have been made in the order appearing in such resolution or instrument in writing.
- 10.04 (i) No person may be appointed a Director or an alternate Director unless he shall have provided such information as the Directors may require to establish whether or not he is a British Citizen.
- (ii) A Director and an alternate Director shall notify the Company in writing forthwith upon his becoming aware of any circumstances that might affect his status as a British Citizen.
- (iii) The Company shall maintain an entry in the register of Directors against the names of all Non-Executive Directors and their alternates who have notified the Company that they are not British Citizens and have not given a subsequent notice under sub-paragraph (iv) below.
- (iv) If any Non-Executive Director or alternate of a Non-Executive Director against whose name an entry is made in the register of Directors pursuant to sub-paragraph (iii) above becomes a British Citizen, and provides the Company with such information as the Directors may require to establish his

acquisition of British Citizenship, such entry against his name shall be removed from that register.

- 10.05 This Article 10 shall not be capable of removal, change or modification without the prior written consent of The Authority.
11. Subject to Article 10, the Directors may from time to time appoint one or more of their body to be the holder of any executive office on such terms and for such period as they may (subject to the provisions of the Companies Act 1985) determine and without prejudice to the terms of any contract entered into in any particular case, may at any time revoke that appointment.
12. Subject to Article 10, the Directors may entrust to and confer upon any Director holding any executive office any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
13. Any Director who holds any executive office or who serves on any committee of the Directors or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.
14. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members

notice of the age of any Director or person proposed to be appointed as such.

ROTATION OF DIRECTORS

15. The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

ALTERNATE DIRECTORS

16. In regulation 66, the words "But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom." shall be deleted.

PROCEEDINGS OF DIRECTORS

- 17.01 In regulation 88, the words "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom." shall be deleted.
- 17.02 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

NOTICES

- 18.01 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.

- 18.02 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

INDEMNITY

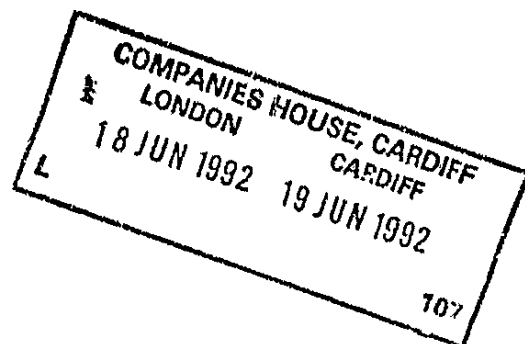
19. Subject to the provisions of and so far as may be consistent with the Statutes but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

LDZ8/A6111

Company Number : 2674933

The Companies Act 1985
Company Limited By Guarantee
And Not Having A Share Capital

**SPECIAL
RESOLUTIONS**



of

SURFTASTE LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at Classic House, 174-180 Old Street, London, EC1V 9BP
on 4th June 1992

the following SPECIAL RESOLUTIONS were duly passed, viz:

RESOLUTIONS

THAT the Memorandum of Association be amended by the deletion of the
existing Clauses 3, 4, 5, 6, 7 and 8 and the adoption of new Clauses 3, 4 and 5,
as set out in the printed document attached.

A handwritten signature in dark ink, appearing to read "H. Lee".

For and on behalf of
MBC Nominees Limited
CHAIRMAN

RESFLG

The Companies Acts 1985 to 1989
Company Limited by Guarantee
and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

of

SURFTASTE LIMITED

(As amended by Special Resolution passed 4th June 1992)

1. The Company's name is Surftaste Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) To acquire, hold, manage, maintain, administer and deal with certain land and buildings (hereinafter called "the Property") known as 1 Knoll Road, London, SW18 and to layout, provide for and maintain in good order the Property and to provide such renewals and additions as may from time to time become necessary to maintain and improve the amenities of the Property, including making contributions to any common roads, pathways, grounds and communal garden areas, placing and maintaining of policies of insurance in respect of all parts of the Property against loss or damage by fire, storm or tempest or special perils normally included in the Property Owners Liability Policies and the placing and maintaining of policies of insurance against all Third Party Claims and all such other policies of insurance as shall be considered necessary or desirable or fit.
 - (B) To do all or any of the following, that is to say, all works and things requisite, necessary, convenient or desirable for providing lighting and heating facilities for and supplying electricity, gas, water and all other services and amenities to the Property and for paying the rates and taxes including water rates (if any) and all other outgoings of whatsoever nature charged, assessed or payable thereon or on any part thereof and for engaging gardeners and other employees to provide amenities and services for the Property and the Residents thereof.
 - (C) To enter into leases, deeds, covenants and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds of or in connection with the Property and the Residents thereof.
 - (D) To manage, administer and deal with land and buildings whether belonging to the Company or not and to collect rents and income and provide and supply to or for owners and occupiers of land or buildings, services and goods of all kinds.

- (E) To set up and maintain management funds to pay the expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such funds as the Company shall deem fit.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary, convenient or desirable for any of the purposes of the Company.
- (G) To construct, alter and maintain any buildings or works necessary or convenient or desirable for any of the purposes of the Company or for the use of or as an amenity for the Property or the Residents thereof.
- (H) To take any gift or any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.
- (I) To borrow and secure the repayment of money in such manner as the Company may think fit and to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding upon it.
- (J) To lend money or advance credit with or without security, upon such terms as the Company may approve, and to guarantee or secure the payment of any moneys or the performance of any obligation by any person or company.
- (K) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company or as being a convenience or amenity for the Property or for the Residents thereof.
- (L) To take part in the formation, management, supervision or control of the Company and for that purpose to appoint and remunerate any Directors, Professional Advisors, Consultants, experts or agents and to pay all or any expenses incurred in connection with these activities.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (N) To carry on all or any of the following businesses namely, builders and contractors, carpenters, decorators, gardeners, engineers, merchants of and dealers in stone, sand, lime, bricks, timbers, iron, steel, hardware, paint and other building or decorating requisites, electrical, heating, refrigerating and sanitary equipment, house and estate agents and insurance agents and to enter into contracts with others to supply these services.
- (O) To sell, let or dispose of all or any of the property of the Company and to invest and deal with the moneys of the Company not immediately required.
- (P) To enter into and make and be party to and accept such covenants and agreements in relation to or in connection with the Property or any other land or personal property as the Company may think fit.

- (Q) To carry on any other trade or business or undertake any obligations, duties and responsibilities whatsoever which can in the opinion of the Company be advantageously carried on or undertaken by the Company in connection with or ancillary to any of the above objects.
- (R) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and 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 funds for any such persons as aforesaid or their dependants.
- (S) To distribute any property of the Company in kind amongst the members of the Company.
- (T) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.
- (U) To do all or any of the things hereinbefore authorised either alone or in conjunction with or as trustee or agent for others or by or through trustees or managing agents and either with or without the intention or object of profit and whether gratuitously or otherwise.
- (V) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them.

PROVIDED ALWAYS that the objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause but the Company shall have full power to exercise all or any of the powers conferred by any parts of this Clause notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4. The liability of the Members is limited.

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.