



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

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

[] [] [] []

[]

Name of company

* PENRHYS PARTNERSHIP LIMITED

* Insert full
name of Company

I, JONATHAN SIMON FERNANDEZ LEWIS
of FITZALAN HOUSE
FITZALAN ROAD
CARDIFF

† 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 FITZALAN HOUSE
FITZALAN ROAD
CARDIFF CF2 1XZ

Declarant to sign below

the 27th day of February
One thousand nine hundred and ninety two
before me Anne Townsend Lewis

[Handwritten Signature]

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

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

Phillips & Buck
Fitzalan House
Fitzalan Road
Cardiff
CF2 1XZ

Ref: 1/JFL/54

For official Use New Companies Section	Post room



COMPANIES HOUSE

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 2699701 For official use

PENRHYS PARTNERSHIP LIMITED

Registered office of the company on incorporation.

RO LLANFAIR

HEOL-Y-WAUN

Post town PENRHYS

County/Region MID GLAMORGAN

Postcode _____

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.

X

Name PHILLIPS & BUCK

RA FITZALAN HOUSE

FITZALAN ROAD

Post town CARDIFF

County/Region SOUTH GLAMORGAN

Postcode CF2 1XZ

Number of continuation sheets attached

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

PHILLIPS & BUCK

FITZALAN HOUSE, FITZALAN ROAD

CARDIFF Postcode CF2 1XZ

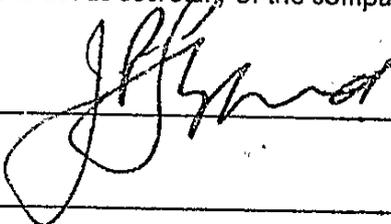
Telephone (0222) 471147 Extension 218

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.

CS	MR
	JOHN PRICE
	SHEPPARD
AD	11 HARDWICKE COURT
	LLANDAFF
Post town	CARDIFF
County/Region	SOUTH GLAMORGAN
Postcode	CFS 2LB
Country	WALES
I consent to act as secretary of the company named on page 1	
Signed	
Date	27/2/92

Consent signature

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.

CD	MR
	JOHN PRICE
	SHEPPARD
AD	11 HARDWICKE COURT
	LLANDAFF
Post town	CARDIFF
County/Region	SOUTH GLAMORGAN
Postcode	CFS 2LB
Country	WALES
Date of birth	DO 1 6 0 8 4 4
Nationality	NA BRITISH
Business occupation	OC REGIONAL DIRECTOR
Other directorships	OD RHONDDA DEVELOPMENT AGENCY, CYNON VALLEY PARTNERSHIP
	TEAM TOWARDS 2000 LTD, COMMUNITY JOB LINK LTD.
I consent to act as director of the company named on page 1	
Signed	
Date	27/2/92

* Voluntary details

Consent signature

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.

CS

AD

Post town

County/Region

Postcode

Country

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

Consent signature

Signed

Date

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.

CD

GEOFFREY MARK

SUMMERS

AD

3 LITTLE WITHEY MEAD

Post town WESTBURY ON TRYM

County/Region BRISTOL

Postcode 359 35Y

Country ENGLAND

DO 1 6 0 1 5 4

Nationality NA BRITISH

Date of birth

Business occupation

OC REGIONAL MANAGER, PROPERTY DEVELOPMENT

Other directorships

OD

* Voluntary details

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

Consent signature

Signed

Date 17.2.92

PENRHYS PARTNERSHIP LIMITED - COMPANY NUMBER:

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	
AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

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.

* Voluntary details

Consent signature

CD			
	PETER		
	BOLGER		
AD	113 HEOL Y MAIR		
	PENRHYS		
Post town	RHONDDA		
County/Region	MID GLAMORGAN		
Postcode	CF43 3PU	Country	WALES
DO	1 5 0 2 2 3	Nationality	NA BRITISH
OC	RETIRED		
OD	PENRHYS COMMUNITY CREDIT UNION, PENRHYS CRAFT		
	TRAINING WORKSHOP		
I consent to act as director of the company named on page 1			
Signed	<i>Bolger</i>	Date	18/2/99

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	
AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

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.

* Voluntary details

Consent signature

CD	MR		
	CERI MARTIN		
	MORSE		
AD	89 TURBERVILLE ROAD		
	PORTH		
Post town	RHONDDA		
County/Region	MID GLAMORGAN		
Postcode	CF39 ONF	Country	WALES
DO	1 2 0 4 4 6	Nationality	NA BRITISH
OC	HEAD TEACHER		
OD			
I consent to act as director of the company named on page 1			
Signed	<i>C. M. Morse</i>	Date	22/2/92

PENRHYS PARTNERSHIP LIMITED - COMPANY NUMBER:

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 _____

AD _____

Post town _____
County/Region _____
Postcode _____ Country _____
I consent to act as secretary of the company named on page 1
Signed _____ Date _____

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

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

Address

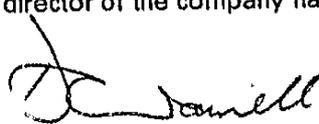
Usual residential address must be given.
In the case of a corporation, give the registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD DR
DAVID CHARLES
WARRELL

AD 41 ST FAGANS DRIVE
ST FAGANS
Post town CARDIFF
County/Region SOUTH GLAMORGAN
Postcode CF5 6EF Country WALES
DO 2 | 7 | 0 | 3 | 7 Nationality **NA** BRITISH
OC SITE OPERATIONS MANAGER, AMERSHAM INTERNATIONAL
OD _____
I consent to act as director of the company named on page 1
Signed  Date 18.2.92

Penrhys Partnership Limited - Company No:
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.

CS _____

AD _____

 Post town _____
 County/Region _____
 Postcode _____ || Country _____
 I consent to act as secretary of the company named on page 1

Signed _____ Date _____

Consent signature

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.

CD REVEREND
 JOHN IVOR
 MORGANS

AD LLANFAIR
 HEOL Y WAUN, PENRHYS
 Post town RHONDDA
 County/Region MID GLAMORGAN
 Postcode _____ || Country WALES
DO 1 | 6 | 0 | 2 | 3 | 9 Nationality **NA** BRITISH
OC MINISTER OF RELIGION
OD TELETHON TRUST (HTV) WALES, PENRHYS CRAFT
 TRAINING WORKSHOP
 I consent to act as director of the company named on page 1

Signed *John I. Morgans* Date 26. 11. 1992

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

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.

CS _____

AD _____

Post town _____

County/Region _____

Postcode _____ Country _____

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

Consent signature

Signed

Date

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.

CD MRS _____

~~WINIFRED~~
~~WINIFRED~~ NORA _____

MORGANS _____

AD LLANFAIR _____

HEOL Y WAUN, PENRHYS _____

Post town RHONDDA _____

County/Region MID GLAMORGAN _____

Postcode _____ Country WALES _____

DO 1 | 0 | 0 | 2 | 4 | 2 Nationality **NA** BRITISH _____

OC FULL TIME VOLUNTARY WORKER _____

OD _____

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

* Voluntary details

Consent signature

Signed

W N Morgans

Date *26/2/92*

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

*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	REVEREND
	JOHN IVOR
	MORGANS
AD	LLANFAIR
	HEOL-Y-WAUN, PENRHYS
	Post town RHONDDA
	County/Region MID GLAMORGAN
	Postcode
	Country WALES
DO	1 6 0 2 3 9
	Nationality NA BRITISH
OC	MINISTER OF RELIGEON
OD	TELETHON TRUST (HTV WALES), PENRHYS CRAFT TRAINING WORKSHOP.
I consent to act as director of the company named on page 1	
Signed	<i>John I. Morgans</i> Date 27/2/92

Delete if the form is signed by the subscribers.

Phillips & Buch

Signature of agent on behalf of all subscribers Date 27.2.92

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

Signed	Date

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

2699101



THE COMPANIES ACT 1985

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

PENRHYS PARTNERSHIP LIMITED

1. The Company's name is "Penrhys Partnership Limited".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) (1) To encourage private and public sector co-operation and to act as focus for others in the economic and social improvement and development of the area in and around Penrhys and The Borough of Rhondda ("the Region").
 - (2) To facilitate the improvement and development of the physical and cultural environment of the Region.
 - (3) To identify opportunities for investment in the Region.
 - (4) To play a leading role in the training, educational and enterprise requirements in the Region with and through a Training and Enterprise Council.

And in furtherance of these objects or any of them (but not further or otherwise) the Company shall have the following further powers (which shall nonetheless not effect the generality of the objects):-

- (a) To be aware of other organisations involved in the economic and social improvement and development of the Region and to support and complement their activities.

- (b) To promote generally private and public sector involvement in the economic and social improvement and development of the Region and to encourage and assist local authorities and other local public bodies to take the necessary steps including the use of statutory powers to support such private and public sector involvement.
 - (c) To identify and promote a clear "vision" for tomorrow's Region, capitalising on existing strengths, promoting confidence and emphasising the "quality of life" and build on that "vision" through identification of new economic, cultural and promotional opportunities.
 - (d) To provide leadership in the economic and social improvement and development in the Region by creating and/or supporting a number of key projects of economic and social value.
- (B) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
 - (C) To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
 - (D) To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purposes of or in connection with the Company's business or any department or branch thereof.
 - (E) To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.
 - (F) To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or

convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.

- (G) To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any company constituted on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.
- (H) To promote by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.
- (I) To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real heritable and personal or movable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.
- (J) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act, 1985, or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.

- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.
- (L) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.
- (M) To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (O) To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.
- (P) To deal with and invest the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any stock, shares or securities so acquired.
- (R) To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company,

person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.

- (S) To pay for any right or property acquired by the Company either in cash or partly or fully-paid up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.
- (T) To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.
- (U) To acquire, purchase take over and undertake part or all of the business, property, assets, liabilities and engagement of any firm, person or company carrying on any business the carrying of which is calculated to benefit this Company or to advance its interests generally.
- (V) To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.
- (W) To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependents of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependents as aforesaid.
- (X) To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, but so that no distribution amounting to a reduction of

capital be made except with the sanction (if any) for the time being required by law.

- (Y) To do all or any of the above things in any part of the world, either alone as principals, or as agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing sub-clauses of this Clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same occur. The widest interpretation shall be given to the objects contained in each sub-clause of this Clause and shall not be restrictively construed and the objects contained therein shall not save where the context expressly so requires be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects specified in any other sub-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 £1) 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 adjustments of the rights of the contributories among themselves.

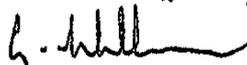
WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names and addresses of Subscribers

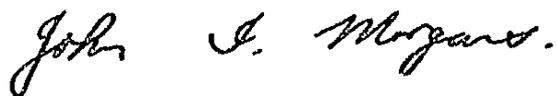
John Price Sheppard
11 Hardwicke Court
Llandaff
Cardiff
South Glamorgan



Witness to the above signature:-


THE PADDOCK PENMLAN CARDIFF

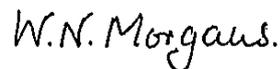
BANK MANAGER
Rev John Ivor Morgans
Llanfair
Heol Y Waun
Penrhys
Rhondda
Mid Glamorgan



Witness to the above signature:-

Rh. m. Cruchley-Jones.
FLAT 2 LLANFAIR.

Mrs Nora Morgans
Llanfair
Heol Y Waun
Penrhys
Rhondda
Mid Glamorgan



Witness to the above signature:-

Rh. m. Cruchley-Jones

Peter Bolger
113 Heol Y Mair
Penrhys
Rhondda
CF43 3PU
Mid Glamorgan



Witness to the above signature:-

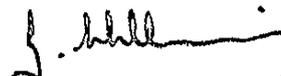

7 THE PADDOCK PENYLAN CARDIFF

~~BANK MANAGER
Daniel Haydn Thomas
683 Heol Tir Gwauidd
Penrhys
CF43 3PB
Mid Glamorgan~~

Witness to the above signature:-

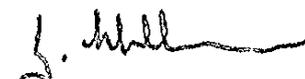
Geoffrey Mark Summers
3 Little Withey Mead
Westbury on Trym
Bristol
BS9 3SY

Witness to the above signature:-


7 THE PADDOCK PENYLAN CARDIFF

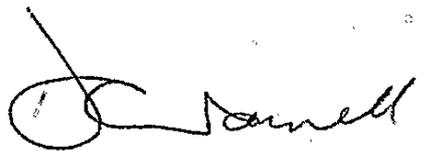
~~BANK MANAGER
Ceri Martin Morse
79 Turberville Road
Porth
Rhondda
CF39 0NF
Mid Glamorgan~~

Witness to the above signature:-


7 THE PADDOCK PENYLAN

~~BANK MANAGER~~

Dr David Charles Warrell
41 St Fagans Drive
St Fagans
Cardiff
CF5 6EF
South Glamorgan



Witness to the above signature:-

R. J. O. Jones

Dated this 27TH day FEBRUARY 1992

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

PENRHYS PARTNERSHIP LIMITED

Preliminary

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive 110, 114, 116 and 117 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

Interpretation

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

Members

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

Notice of General Meetings

5. In regulation 38 of Table A:-
 - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be

substituted for "in nominal value of the shares giving that right" and

- (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

Proceedings at General Meetings

6. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from regulation 44 of Table A.
7. Paragraph (d) of regulation 46 of Table A shall be omitted.

Votes of Members

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

Directors' Expenses

9. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

Proceedings of Directors

10. In paragraph (c) of regulation 94 of Table A the words "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

Minutes

11. The words "of the holders of any class of shares in the Company" shall be omitted from regulation 100 of Table A.

Notices

12. The second sentence of regulation 112 of Table A shall be omitted.
13. The words "or of the holders of any class of shares in the Company" shall be omitted from regulation 113 of Table A.

Names and addresses of Subscribers

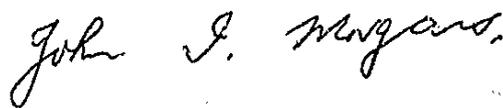
John Price Sheppard
11 Hardwicke Court
Llandaff
Cardiff
South Glamorgan



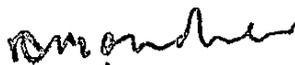
Witness to the above signature:-



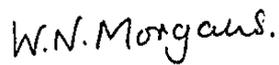
Rev John Ivor Morgans
Llanfair
Heol Y Waun
Penrhys
Rhondda
Mid Glamorgan



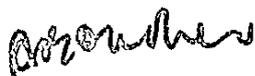
Witness to the above signature:-



WINIFRED WNM
Mrs Nora Morgans
Llanfair
Heol Y Waun
Penrhys
Rhondda
Mid Glamorgan



Witness to the above signature:-



Peter Bolger
113 Heol Y Mair
Penrhys
Rhondda
CF43 3PU
Mid Glamorgan



Witness to the above signature:-



Daniel Haydn Thomas
683 Heol Tir Gwauidd
Penrhys
CF43 3PB
Mid Glamorgan

Witness to the above signature:-

Geoffrey Mark Summers
3 Little Withey Mead
Westbury on Trym
Bristol
BS9 3SY

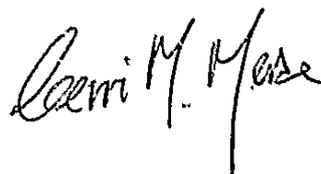


Witness to the above signature:-

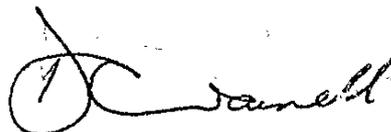


Ceri Martin Morse
89 Furberville Road
Porth
Rhondda
CF39 0NF
Mid Glamorgan

Witness to the above signature:-



Dr David Charles Warrell
41 St Fagans Drive
St Fagans
Cardiff
CF5 6EF
South Glamorgan



Witness to the above signature:-

Bryon Jones

Dated this 27th day FEBRUARY 1992

FILE COPY



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

No. 2699701

I hereby certify that

PENRHYS PARTNERSHIP 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 24 MARCH 1992

M. Rose
M. ROSE

an authorised officer