

G

COMPANIES FORM No. 12

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

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

Please do not write
in this margin

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably in
block type, or bold
block lettering.* Insert full name
of company.

Name of Company

* A & O (LEGAL ADVISERS)

I, Angela Jane Mutum
of 9 Cheapside, London EC2V 6AD† Delete as
appropriate

do solemnly and sincerely declare that I am a ~~person named as secretary or director of the company in the statement delivered to the Registrar under section 10(2)~~ Solicitor engaged in the formation of the company, 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 59 - 67 GRESHAM STREETLONDONEC 2V 7JAthe 27 day of MARCHOne thousand nine hundred and NINETY TWO

Declarant to sign below

before me JOSE V. JSC WINDSOR
SOLICITOR

A Commissioner for Oaths†

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

Allen & Overy
9 Cheapside
London EC2V 6AD
Ref. EGR

For official use
New companies section

1 APR 1992
COMPANIES
HOUSE

Post room



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

2704700

For official use

☐

A & O (LEGAL ADVISERS)

Registered office of the company on
incorporation.

RO

9 Cheapside

Post town London

County/Region

Postcode EC2V 6AD

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 Allen & Overy

RA

9 Cheapside

Post town London

County/Region

Postcode EC2V 6AD

Number of continuation sheets attached

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

Mr E. G. Rouse

Allen & Overy

9 Cheapside, London

Postcode EC2V 6AD

Telephone 071 248 9898

Extension 6656

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**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

CS Mr
Edward George
Rouse
Beechcroft
15 Le May Avenue
Post town Grove Park
County/Region London
Postcode SE12 9SU Country England
I consent to act as secretary of the company named on page 1

Signed

Date 27th March, 1992

CD Mr
John Maxwell
Kennedy
16 Kensington Park Road
Post town London
County/Region
Postcode W11 Country England
DO 0 | 9 | 0 | 7 | 3 | 4 Nationality **NA** British
OC Solicitor
OD Fleetside Legal Representative Services Ltd.,
A.O. Services, Allen & Overy Pension Trustee Ltd.,
First Combined Trust, Alnery Incorporations No.1 Ltd.,
Alnery Incorporations No.2 Ltd., Allen & Overy

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

Signed

Date 27th March, 1992

COMPANIES FORM 10 (cont.)

Company Secretary (See notes 1-5)

Company Name and Number

Name A & O (LEGAL ADVISERS) No.

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 above

Date

Signed

Consent signature

Directors

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

WILLIAM

TUDOR JOHN

AD

WILLIAN BURY

WILLIAN

Post town NR. LETCHWORTH

County/Region HERTFORDSHIRE

Postcode SG6 2AF

Country ENGLAND

Nationality NA BRITISH

DO 2 | 6 | 0 | 4 | 4 | 4

OC SOLICITOR

OD See Attached List

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

I consent to act as director of the company named above

Signed

Date

27th Nov 1992

A&O (Legal Advisers)

Mr William Tudor John Directorships

Chasebank Limited
Sutton Seeds Limited
Sutton Seeds (Holdings) Limited
Carters Tested Seeds Limited
Horticultural & Botanical (Holdings) Limited
R & G Cuthbert Limited
Samuel Dobie & Son Limited
W Weibull (UK) Limited
AO Services
Allen & Overy
Fleetside Legal Representative Services Limited

2704700



THE COMPANIES ACT 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

A+O (LEGAL ADVISERS)

1. The name of the Company is A+O (LEGAL ADVISERS)".
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:
 - (1) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.
 - (2) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
 - (3) To undertake any manufacturing, processing, assembly or similar business.
 - (4) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.
 - (5) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every other kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
 - (6) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign

74232

exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.

- (7) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (8) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (9) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (10) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (11) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (12) To enter into all forms and distributorship, franchise, licensing and agency transactions.
- (13) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.
- (14) To borrow or raise money by any method and to obtain any form of credit or finance.
- (15) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such

transaction in relation to any instruments or securities which have been or may be issued by the Company.

- (16) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person.
- (17) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (18) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (19) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.
- (20) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any

relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.

- (21) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (22) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (23) To distribute among the members of the Company in kind any assets of the Company.
- (24) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (25) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (26) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared -

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation,

- (b) that each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (c) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause,
- (d) that in this clause -
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent,
 - (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation,
 - (v) "transaction" includes any scheme, arrangement and project.

WE, the several persons whose Names, Addresses and Descriptions 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 out opposite out respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

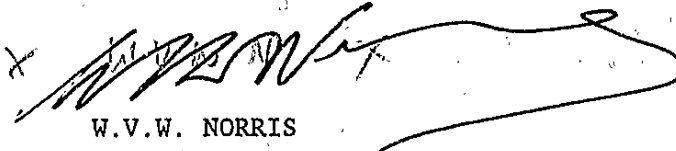
Number of Shares
taken by each
Subscriber



J.M. KENNEDY

One

A duly authorised director for and
on behalf of A.O. SERVICES
of 9 Cheapside, London EC2V 6AD



W.V.W. NORRIS

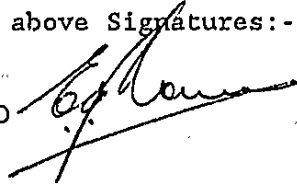
One

A duly authorised director for and
on behalf of FIRST COMBINED TRUST
of 9 Cheapside, London EC2V 6AD

DATED this 27th day of March 1992

WITNESS to the above Signatures:-

E.G. ROUSE,
9 Cheapside,
London EC2V 6AD



E10507001

THE COMPANIES ACT 1985
UNLIMITED COMPANY HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
150 (LEGAL ADVISERS)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the above-named Company (in these Articles called "the Company").
2. These Articles and those regulations incorporated herein shall take effect subject to the requirements of the Companies Act 1985 (as modified or re-enacted from time to time) and of every other Act for the time being in force affecting the Company (hereinafter referred to as "the Statutes").

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. (A) Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares in the capital of the Company at the date of its incorporation shall, for a period of five years from such date, be at the disposal of the Directors and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper.

- (B) The Directors are generally and unconditionally authorised (for the purposes of Section 80 of the Companies Act 1985) to allot, or to grant any right to subscribe for or to convert any security into, all or any of such unissued shares at any time or times during such period of five years.
- (C) At the expiry of such period of five years, the authorities contained in paragraphs (A) and (B) shall expire but such authorities shall allow the Company to make an offer or agreement before the expiry of such authorities which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authorities and shall allow the Directors to allot shares and grant rights pursuant to any such offer or agreement as if such authorities had not expired.
- (D) The powers from time to time vested in the Directors to allot equity securities (as defined for the purposes of Section 89 of the Companies Act 1985) shall be exercisable as if Section 89(1) of such Act does not apply to the allotment thereof.

ALTERATION OF CAPITAL

5. The Company may by special resolution -
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (b) consolidate its shares into shares of a larger amount than its existing shares;
 - (c) sub-divide its shares into shares of a smaller amount than its existing shares;
 - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - (e) reduce its share capital in any way.

Regulations 32, 33 and 34 of Table A shall not apply.

TRANSFER OF SHARES

- 6. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- 7. The instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid

share also by the transferee) and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Regulation 23 of Table A shall not apply.

GENERAL MEETINGS

8. Subject to the provisions of the Statutes, a resolution in writing signed or approved by letter, telex, facsimile or cable by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting or at a meeting of any class of members of the Company at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class of meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys (or, in the case of a member which is a body corporate, by a Director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply.

VOTE OF MEMBERS

9. Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll and accordingly Regulation 54 of Table A shall be deemed to be modified by inserting after the words "present in person" and "duly authorised representative" the words "or by proxy".

DIRECTORS

10. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number. Regulation 64 of Table A shall not apply.
11. (A) The holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its Directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the Registered Office of the Company.

- (B) In addition to the circumstances set out in Regulation 81 of Table A the office of a Director shall be vacated if he is removed from that office in accordance with this Article.
 - (C) The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
 - (D) Regulations 73 to 80 (inclusive) of Table A shall not apply.
12. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.
 13. Any Director who performs special services at the request or with the agreement of the Directors may receive such additional remuneration (whether by way of salary, fees, commission or otherwise) as the Directors may determine.

ALTERNATE DIRECTORS

14. (A) Each Director shall have the power, by notice in writing to the Company, to nominate another Director of the Company or of any holding company of the Company or of any other subsidiary of any such holding company or, with the approval of a majority of the other Directors, any other person to act as alternate Director in his place, at any meeting of the Directors at which he is unable to be present or otherwise during his absence, and at his discretion to remove such alternate Director.
- (B) On such appointment being made, the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look solely to the Director by whom he has been nominated for his remuneration as alternate Director.
- (C) Any Director of the Company who is appointed an alternate Director shall be entitled to a vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purposes of making a quorum of Directors when such quorum exceeds two.
- (D) Any such person appointed as an alternate Director shall vacate his office as an alternate Director:-

- (10) if when the Director by whom he has been appointed vacates office as a Director;
 - (11) the Director by whom he has been appointed removes him by written notice to the Company;
 - (11i) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.
- (E) Every instrument appointing or removing an alternate Director shall be in writing signed by the appointor and shall be effective upon delivery at the registered office of the Company or at a meeting of the Directors.
- (F) Regulations 65 to 69 (inclusive) of Table A shall not apply.

POWERS OF DIRECTORS

15. (A) The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time Directors or other officers or in the employment or service of the Company or of any company which is a subsidiary of the Company or its holding company (if any) or the predecessors in business of the Company or of any such subsidiary or holding company or the wives, widows, families or dependants of any such persons.
- (B) The Directors may also procure the establishment and subsidy of or subscriptions to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interest and well-being of the Company or of any such other company as aforesaid, or of its members, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (C) Without prejudice to the generality of the foregoing paragraphs of this Article, the Directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of any such persons as aforesaid in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries notwithstanding that the exercise of any of such powers may not be in the best interests of the Company.

(D) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

(E) Regulation 87 of Table A shall not apply.

16. A Director who is in any way directly or indirectly interested in any transaction or arrangement or proposed transaction or arrangement with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with the Statutes. Subject to such disclosure a Director may vote as a Director in regard to any transaction or arrangement or proposed transaction or arrangement in which he is or may be interested or upon any matter arising thereout and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such transaction or arrangement is under consideration; Regulation 94 of Table A shall be deemed to be modified accordingly and Regulations 95 to 98 (inclusive) of Table A shall not apply.

EXECUTIVE DIRECTORS

17. (A) The Directors may from time to time appoint one or more of their body to any executive office or employment in the Company (including that of Chairman, Deputy Chairman, Chief Executive, Managing Director or Joint Managing Director) for such period and on such terms as they think fit and may revoke such appointment without prejudice to any rights of compensation arising under the terms of any agreement entered into in any particular case.
- (B) Subject to the terms of any such agreement the appointment of any such Director as aforesaid shall be ipso facto determined if he ceases from any cause to be a Director.
- (C) A Director appointed to any executive office or employment as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or pension or otherwise howsoever whether similar to the foregoing or not as the Directors may determine.
- (D) The Directors may entrust to and confer upon any Director holding executive office or employment in the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may 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.
- (E) Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

18. The last sentence in Regulation 98 of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:-

"Notices of meetings of the Directors shall be given to all Directors and to any alternate Directors appointed by them."

19. A resolution in writing signed or approved by letter, telex, facsimile or cable by all the Directors or by all the members of a Committee for the time being shall be as effective as a resolution passed at a meeting of the Directors or of such Committee, as the case may be, duly called and constituted and may consist of several documents in the like form each signed or approved by one or more of the Directors. For the purposes of this Article the signature or approval of an alternate Director shall suffice in lieu of the signature or approval of the Director appointing him. Regulation 93 of Table A shall not apply.

Names and addresses of Subscribers
J.M. KENNEDY


A duly authorised director for and on behalf of
A.O. SERVICES of 9 Cheapside, London EC2V 6AD


W.V.W. NORRIS

A duly authorised director for and on behalf of
FIRST COMBINED TRUST of 9 Cheapside, London EC2V 6AD

DATED this 27th day of March, 1992

WITNESS to the above Signatures:-


E. G. Rouse.
9 Cheapside
London EC2V 6AD

E10507002

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE UNLIMITED COMPANY**

No. 2704700

I hereby certify that

A & O (LEGAL ADVISERS)

is this day incorporated under the Companies Act 1985
as a private company and that the Company is unlimited.

Given under my hand at the Companies Registration Office,
Cardiff the 7 APRIL 1992

P. Bevan
P. BEVAN

an authorised officer

No.2704700

THE COMPANIES ACT 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

RESOLUTIONS

- of -

A&O (LEGAL ADVISERS)

(passed 11th January, 1993)


At an Extraordinary General Meeting of the above-named Company held at 9 Cheapside, London EC2V 6AD on 11th January, 1993 the following Resolution 1 was duly passed as a Special Resolution and Resolutions 2 and 3 as Elective Resolutions of the Company.

SPECIAL RESOLUTION

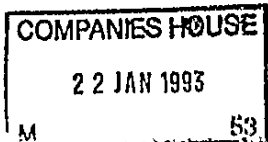
1. That pursuant to the provisions of Section 250 of the Companies Act 1985 auditors shall not be appointed for the Company.

ELECTIVE RESOLUTIONS

2. That the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. That the Company elects to dispense with the holding of annual general meetings.


E. G. Rouse
Secretary

E1050701



G**COMPANIES FORM No. 225(1)****225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) 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.

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

2704700

Name of company

*Insert full name of company.

* A&O (LEGAL ADVISERS)

Note
Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

1 5 0 5

3. The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

1 5 0 5 1 9 9 4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of _____

_____ company number _____

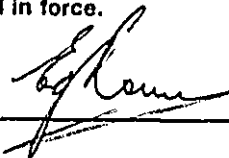
the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

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

Signed



Designation† Secretary

Date 24 February 1994

Presenter's name, address, telephone number and reference (if any):Allen & Overy
9 Cheapside
London EC2V 6AD
Tel. 071 248 9898 ext.
Ref. DWS 3056**For official use**
D.E.B.

Post room

