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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

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

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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Name of company

* ROSEBAY WILLOWHERB LIMITED

* Insert full
name of Company

I, POH LIM LAI
of 10 REGENT GARDENS
SEVEN KINGS
ESSEX IG2 8UL

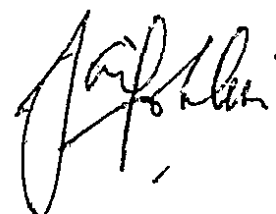
† delete as
appropriate

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 ST. ALBANS CHAMBERS
21 VICTORIA STREET
ST. ALBANS AL1 3JJ

Declarant to sign below

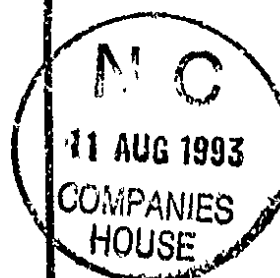
the 10th day of August
One thousand nine hundred and ninety-three
before me Denis Keegan



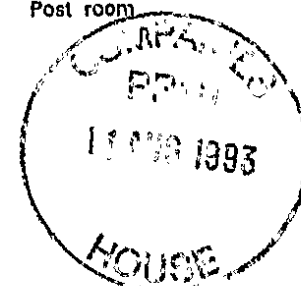
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

DENIS KEEGAN SolicitorPresentor's name address and
reference (if any):

KPMG PEAT MARWICK
AQUIS COURT
31 FISHPOOL STREET
ST. ALBANS AL3 4RF

For official Use
New Companies Section

Post room





C O M P A N I E S H O U S E



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

For official use ☐

ROSEBAY WILLOWHERB LIMITED

Registered office of the company on
incorporation.

☐ RO

AQUIS COURT

31 FISHPOOL STREET

Post town ST ALBANS

County/Region HERTFORDSHIRE

Postcode AL3 4RF

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 KPMG PEAT MARWICK

☐ RA

AQUIS COURT

31 FISHPOOL STREET

Post town ST ALBANS

County/Region HERTFORDSHIRE

Postcode AL3 4RF

Number of continuation sheets attached ☐

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

KPMG PEAT MARWICK
AQUIS COURT
31 FISHPOOL STREET
ST. ALBANS AL3 4RF

Postcode

Telephone

Extension


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	MISS	
	ANNE ROSALIND	
	BATESON	
AD	'FRIETUNA'	
	167 FRINTON ROAD	
	Post town	FRINTON-ON-SEA
	County/Region	ESSEX
	Postcode	CO13 0PD
	Country	ENGLAND
I consent to act as secretary of the company named on page 1		
Signed		
	Date	4-8-93.

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	
	POH LIM	
	LAI	
AD	10 REGENT GARDENS	
	Post town	SEVEN KINGS
	County/Region	ESSEX
	Postcode	IG3 8UL
	Country	ENGLAND
DO	1 1 0 3 5 7	Nationality NA BRITISH
OC	CHARTERED SECRETARY	
OD	SEE ATTACHED	
I consent to act as director of the company named on page 1		
Signed		
	Date	4.8.93

Directors (continued)

(See notes 1 - 5)

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

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

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature****CD****AD****Post town****County/Region****Postcode****Country****DO****Nationality****NA****OC****OD****I consent to act as director of the company named on page 1****Signed****Date**

Delete if the form
is signed by the
subscribers.

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

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

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

Signed**Date** 4.8.93**Signed****Date** 4-8-93**Signed****Date****Signed****Date****Signed****Date****Signed****Date**

DIRECTORSHIPS OF POH LIM LAI

ABC Laboratories Limited
Ablewhite Limited
Acron Trust Accessories Limited
Acron Vehicles Accessories Limited
Ahwak Limited
Alphabel Limited
Amfen plc
Amgrace Limited
Aquarian Decorators Limited (being struck off)
Aquante Limited
Aragosta Limited
Ariosto Limited
Aultun Limited
Avete Limited
Axel Johnson Financial Services Limited
Basia Limited
Bazfa Limited
Bean Leisures Limited
Bocconi Limited
Cassiopeia Limited
Claydon Limited
Chartex Limited
Chickpea Limited
Chikno Limited
Chilliad Limited
Clifford Beaumont Limited
Clifford Beaumont (Manchester) Limited
Colloquy Limited
Dataclean Limited
David Hicken Associates Limited
Day-Lily Limited
Doveroso Limited
Droitwich Transport Co Limited (being struck off)
E.A.G. Management Services Limited
Elport Limited
Eltec International plc
Essere Limited
Excel Finance Corporation Limited
Ezrajen Limited
Farandole Limited
Firmand Limited
Flamivale Limited
Floodtide Limited
Folkweave Limited
Gennaio Limited
Gerontius Limited
Gimmerton Limited
Giocare Limited
Giornato Limited

Green Cross Property Company Limited
Hamelis Limited
Hareton Limited
Hengi Limited
Hersilia Limited
Hortulus Limited
Jordly Limited
Jubiloo Limited
Katalog Limited
Ledrock Limited
Mangala Limited
Mannings Business Equipment Limited
Melisande Limited
Melisma plc
Menina plc
Merletto Limited
Mondial Limited
Moonbow Limited
Mustice Limited
Nobiscum Limited
Northern Shirt Sales Limited
Ottavo Limited
Pasque Flower Limited
Passant Limited
Pazzesco Limited
Piantina Limited
Pisces 2000 Limited (being struck off)
Pemmenigio Limited
Plumbago Limited
Poquelin Limited
Portosta Limited
Protect-a-Bar Limited
Pulito Limited
Rabarbaro Limited
Robusti Limited
Rollerlok Limited (being struck off)
Scot Enterprises Limited
Spacedome Limited
Speranza Limited
Spring Jasmin Limited
Squircle Limited
Stasera Limited
Streamlet Limited
Subito Limited
Sudminster Limited
Sypressus Limited
Tea Rose Limited
Tellunium Limited
The Opportunity & Resource Partnership Limited
Thorneye Limited
Tintinare Limited
Trenarth Limited

Tuscaro Limited
Ufficio Limited
United World Limited
Utrillo Limited
Vabene Limited
Valmarsh Limited
Velasher Limited
Velluto Limited
Vendemmia Limited
Ventetre Limited
Verify Tests Limited
Wapiti Limited
Waysmith Limited
White Tiger Management Limited
Winterblossom Limited
Zammah Limited
Zephyrus Limited

PREVIOUS DIRECTORSHIPS OF POH LIM LAI (LAST FIVE YEARS)

Acer Kennedy Limited
Act Four Limited
ADM Flowrent Limited
Advanced Hair Studios (Europe) Limited
Aerospace Products Limited
Agevole Limited
Ainto Limited
Aims Ireland Limited
Aldevir Limited
Aliysa Limited
Alla Prima Limited
Amech Engineering Limited
Andalou Limited
Andersons Northern Limited
Annaf Limited
Arlesienne Limited
Ashwood Associates Limited
Asschenfeldt Currencies Invest Limited
Axessor Limited
BCD Electronic Services Limited
Betteredge Limited
Bibliothèque de la IEDC/The EICD Library Public Limited Company
Birichino Limited
Blades Unisex Salon Limited
BTF Systems Limited
Bondi International Leisure Limited
Business to Business Marketing Corporation Limited
Calibre Seismec Limited
Cambridge Battery Service Communications Centre Limited
C and C Copiers (Trade Sales) Limited
Carribas Limited
Cedemp Trading Company Limited
Celesta Limited
Cerebellum Limited
Chadacre Restorations Limited
Chaps of Cambridge Limited
Chiliad Limited
Chuck Productions Limited
Citimark Group plc
Colshaw Country Club Limited
Colshaw Hall Limited
Consilium Marine (UK) Limited
Conspec Contracts Limited
CTBF Enterprises Limited
Culpho Consultants Limited
Curlicue Limited
Danish Electrical Contractors Limited
Danish Softwoods Limited
Data Race, UK Limited
Datatrax Peripherals Limited

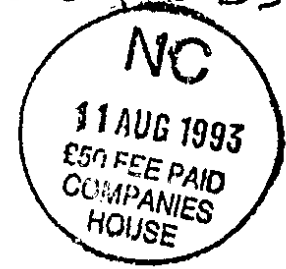
David Hicken Associates Limited
 David Lock Associates Limited
 DCE Hernel Hempstead Limited
 Dean & Dyball Homes Limited
 Dedicated Resources Limited
 Demetia Limited
 Dexter Cattle Publications Limited
 Driforce International Limited
 The Economics Press (UK) Limited
 Electro-Tec Training Limited
 Elite Hospitality Systems (UK) Limited
 Empathy Enterprise Park Limited
 Enviromental Management (Controls) Limited
 Eskimo Knitwear (Exports) Limited
 Ewlock Limited
 Exact Metals Limited
 Exact Precision Engineering Limited
 Falcon Paper Limited
 Finette Limited
 First Homebuyers Limited
 Fitch International Limited
 Five Dimensional Travel Management Limited
 4M + Associates Limited
 4 Play Music Limited
 4 Play Records Limited
 Flowstar Limited
 Fonefree Glass Limited
 Freightspeed Distribution Limited
 FTH Foerdertechnik U.K. Limited
 Fullmark UK Limited
 Fun & Fitness Limited
 Geophysical Safety Resources Limited
 Gamma Estates Limited
 Getech Limited
 Gilly-Flower Limited
 Gormire Limited
 Grandonix Limited
 Grand Research International Limited
 Green Harvest Limited
 Greenwatch Limited
 G.W. P.B.M. Limited
 Halla Euro Enterprise Limited
 Harmatia Limited
 Hasbah Limited
 Hawke Computer Systems plc
 Heart of England Enterprises Limited
 Hildegund Limited
 Hollman Mead and Company Limited
 Hoppensstedt Bonnier Information UK Limited
 Hufoof Limited
 Iceland Tours (UK) Limited
 Ideal Home Furniture and Carpets (Ramsgate) Limited

IBH Community Care plc
Implementors (UK) Limited
I.M.T. (UK) Limited
Inamed Limited
Independent Professional Property Services Limited
INTERA - ECL Limited
Intera Information Technologies Limited
Intera Sciences Limited
Interforward Holdings Limited
Ionio Limited
James Harris Investments Limited
Jenna Property Limited
J.L. Moore & Sons Limited
John Shreeves Holdings Limited
Jonkirk Limited
Kemira Paints Limited
KFI Rentals Limited
Landmatch LEA Limited
Lea Hartman Limited
Lieto Limited
Liverpool Cathedral Enterprises Limited
Lokbox Limited
LSS Consultancy Limited
Ludcom plc
Ludgate Communications Limited
Ludgate Group Limited
Lunaria Limited
Mandorla Limited
Marketing Options Design Limited
Masterclass International Limited
Matthews & Goodman International Limited
Medical Doctors + Designers (UK) Limited
Medindie Investments Limited
Merch Hanpers Limited
Meritus (St Albans) Limited
Morrison Design & Build Limited
Morrison Hill and Layton Limited
Mustice Limited
Myrrha Limited
Naltex Limited
Nattuzi UK Limited
Negociants UK Limited
Neighbours Foodstores Limited
New Europe Hotels UK Limited
Nexus (Western) Limited
Nicanor Limited
Norsall Limited
Northwest Business and Industry Awards (Services) Limited
Novostock Limited
NTK Europe Limited

Obadiah Limited
Octostock Limited
Oleander Marine plc
Optimal Water Treatments Limited
Panlingua Marketing Limited
Papago Limited
Pareille Limited
Parkway Leasing Contracts plc
Pat Lewis Limited
Pemwick Limited
Penseroso Limited
Perdita Limited
Phoenix Bookshops Limited
Plas Boduam Limited
Poncin Limited
Porcino Limited
Porgy Limited
Porsmouth Meat Packers Limited
Power Group International (Overseas Holdings) Limited
Praeludium Limited
Prolinear Limited
Quantachrome UK Limited
Quality in Education and Distance Learning Products Limited
Quotidien Limited
Ravanello Limited
Redgauntlet Limited
Reed Goldman and Sons Limited
Reklamax UK Limited
Rentals Direct plc
Reservist Limited
Retail Franchise International Limited
Ringrazie Limited
Robin Hood Promotions Limited
Robson Subsurface Engineering Limited
Salicam Limited
Salt Separation Services Limited
Santando Limited
Sartrap Limited
Scabious Limited
Scot Enterprises Limited
Securavac Limited
Shelford Properties Limited
Silkmoth Systems Limited
Silvon Software Limited
Sinoplus Limited
Starkadder Limited
Stevens Tension Control Bolts (European) Limited
Strabismus Limited
Strapaz Limited
Swedish Transatlantic UK (Holdings) Limited

Talbot Owens Corporation Limited
~~Teletan Consulting Limited~~ TELETHON CONSULTANCY LIMITED
Tennessee Secret (UK) Limited
Tern Port Services Limited
Thermidor Limited
Thorneye Limited
Tireme Limited
Tousant Limited
Trendibond Limited
Turner Wallcoverings Limited
Uccello Limited
Vernon Lascelles plc
Unison Software (UK) Limited
Varenka Limited
Videotrain Limited
Vissi Limited
VMX (UK) Limited
Warhammer Music Limited
Warrshon Limited
Wartung Limited
Wisrose Limited
Woolley Co Limited

2845335



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF ROSEBAY WILLOWHERB LIMITED

1 The name of the Company is ROSEBAY WILLOWHERB LIMITED.

2 The registered office of the Company will be situated in England.

3 The objects for which the Company is established are:

(a) (i) To carry on all or any of the businesses of general merchants and traders, importers and exporters, commission agents, cash and credit traders, manufacturers' agents and representatives, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises and to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, insurance brokers and consultants, mortgage brokers, warehousemen, railway, shipping and forwarding agents, shippers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds.

(ii) To carry on the business of an investment and holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to establish, carry on, develop and extend investments and holdings and to sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

550880

(e) 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 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 any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for subsidising or otherwise assisting 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, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others and to invest and deal with money and assets of the Company not immediately required in any manner and to receive money and securities on deposit or loan, at interest and otherwise upon such terms as the Company may approve.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard, security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.

(j) To enter into or accept any guarantees or indemnities and to guarantee support or secure, either with or without the Company receiving any consideration or advantage, and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), including its 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 or other liabilities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company within the meaning of 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.

(k) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(l) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.

(m) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges or concessions which the Company may think desirable.

(n) 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 any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(o) To act as agents or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(r) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are serving or have served the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in the business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments toward insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory, or non-contributory) for the benefit of any such persons and of their wives; widows; children and other relatives and dependants; and set up, establish support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or 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 or securities of any such company as aforesaid.

(t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

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

(x) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of the Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or the object or objects therein specified or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4 The liability of the Members is limited.

5 The Share Capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each person
--	--

POH LIM LAI
10 Regent Gardens
SEVEN KINGS
Essex
IG3 8UL



ONE

Chartered Secretary

ANNE ROSALIND BATESON
'Frietuna'
167 Frinton Road
FRINTON-ON-SEA
Essex
CO13 0PD



ONE

Company Secretary

Dated this *7* day of *August* 1993

Witness to the above Signatures:-

JULIE MARQUISS
76 Central Avenue
ENFIELD
Middlesex
EN1 3QF



ROS.MEM
001/M&A

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF ROSEBAY WILLOWHERB LIMITED**

PRELIMINARY

1 The Regulations in Table A schedule to the Companies (Table A to F) Regulations 1985 shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company.

SHARES

2 (a) Subject to the provisions of paragraph (b) below and to any direction given by the Company by Ordinary Resolution, all unissued shares of the Company for the time being shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons (including the Directors themselves), at such times and on such terms and conditions as they may determine, provided that no share shall be issued at a discount. Section 89 Companies Act 1985 (statutory rights of pre-emption) shall not apply.

(b) The Directors are hereby unconditionally authorised to allot shares up to the nominal amount of the share capital of the Company at the date of incorporation within a period of five years from the date of incorporation and so that such authority shall include the grant of any right to subscribe for, or to convert any security into, shares and shall extend to any allotment or grant made after such period in pursuance of an offer or agreement made by the Company before such authority expires.

TRANSFER OF SHARES

3 No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the Directors who may, in their absolute discretion and without giving any reason, refuse so to do. The first sentence of Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the appointment of auditors and the fixing of the remuneration of the auditors and the Directors. In Regulation 38 of Table A the words "in case of special business" shall be added before the words "the general nature of the business to be transacted".

5 Regulation 41 of Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall be dissolved" were added at the end.

6 If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

ALTERNATE DIRECTORS

7 Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf and may, in the like manner remove the alternate Director from office. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

DIRECTORS

8 The number of Directors shall be determined by ordinary resolution but unless and until so fixed there shall be no maximum number of Directors and the minimum number shall be one. Regulation 64 of Table A shall not apply.

9 No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 73 to 77, Regulation 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 78 of Table A the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire" shall be omitted.

10 The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors and unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. A sole Director shall have authority to exercise all the powers and discretions by Table A or by these Articles expressed to be vested in the Directors generally. Regulation 89 of Table A shall be modified accordingly.

11 A Director, notwithstanding that he or, in the case of an alternate Director, his appointor, or any person connected with him or (as the case may be) his appointor has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulation 94, 95, 96 and 97 of Table A shall not apply.

NOTICES

12 A notice may be given by the Company to any member either personally or by sending it by post or by telegraph or telex to his registered address or by leaving it at that address. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post. The first sentence of Regulation 112 and the second sentence of Regulation 115 Table A shall not apply.

INDEMNITY

13 In addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

POH LIM LAI
10 Regent Gardens
SEVEN KINGS
Essex
IG3 8UL



Chartered Secretary

ANNE ROSALIND BATESON
'Frietuna'
167 Frinton Road
FRINTON-ON-SEA
Essex
CO13 0PD



Company Secretary

Dated this *14* day of *August* 199 *3*

Witness to the above Signatures:

JULIE MARQUISS
76 Central Avenue *J Marquiss*
ENFIELD
Middlesex
EN1 3QF

ROS.ART
003.M&A

FILE COPY



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

No. 2845335

I hereby certify that

ROSEBAY WILLOWHERB 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 17 AUGUST 1993

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer

NUMBER OF COMPANY 2845335

NIC
20 SEP 1993

STAMPED PAID
COMPANIES
HOUSE

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

OF

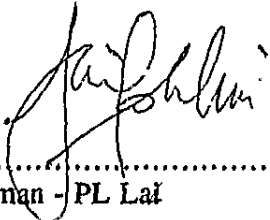
ROSEBAY WILLOWHERB LIMITED

Passed Friday 17 September 1993

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Aquis Court, 31 Fishpool Street, St Albans, Hertfordshire AL3 4RF on Friday 17 September 1993 the subjoined SPECIAL RESOLUTION was duly passed.
viz:

RESOLUTION

That with the sanction of the Department of Trade the name of the Company be changed to BURTON & BRINDLEY COMMERCIAL LIMITED.


.....
Chairman - PL Lai

JS
27/9.

0068-09.pc



Sec
as above.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2845335

I hereby certify that

ROSEBAY WILLOWHERB LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BURTON & BRINDLEY COMMERCIAL LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 27 SEPTEMBER 1993

A handwritten signature in dark ink, appearing to read 'G A Brenton', written over the printed name.

G A BRENTON

an authorised officer

2845335

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
BURTON & BRINDLEY COMMERCIAL LIMITED

INCORPORATED THE 17 DAY OF AUGUST 1993

REGISTERED NUMBER 2845335

KPMG PEAT MARWICK
Chartered Accountants
Aquis Court
31 Fishpool Street
St Albans
Hertfordshire AL3 4RF
Telephone 0727 843000
Telefax 0727 841005



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF BURTON & BRINDLEY COMMERCIAL
LIMITED**

- 1 The name of the Company is BURTON & BRINDLEY COMMERCIAL LIMITED.*
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are:**

(a) To carry on all or any of the businesses of insurance and mortgage brokers and consultants, financiers, financial agents, advisers, managers and administrators, hire purchase financiers and brokers, estate and business developers, manufacturers' agents, surveyors, auctioneers, claims assessors, building contractors, trade credit and status enquiry agents, valuers, assessors, assessors' agents, arbitrators and specialists and general agents for the transaction of life, pension, house, motor, marine, fire, employers' liability, accident, burglary and other insurance business; agents for effecting insurance and obtaining policies in respect of all and every kind of risk and against death, injury or loss arising out of, or through, or in connection with any accidents to human beings and against loss or damage to real or personal property, commission and business agents, land, house, estate and general property agents, bill brokers, business transfer agents and agents for the purchase and sale of annuities, and for negotiating loans; and to undertake and carry on any business, transaction or operation, capable of being undertaken or carried on by insurance and mortgage brokers and agents, commission agents, financiers, general agents and the like.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

* The name of the Company was changed from ROSEBAY WILLOWHERB LIMITED on 27 September 1993.

** Original clause 3(a) deleted and new clause 3(a) adopted by Special Resolution dated 17 September 1993.

(e) 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 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 any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for subsidising or otherwise assisting 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, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others and to invest and deal with money and assets of the Company not immediately required in any manner and to receive money and securities on deposit or loan, at interest and otherwise upon such terms as the Company may approve.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard, security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.

(j) To enter into or accept any guarantees or indemnities and to guarantee support or secure, either with or without the Company receiving any consideration or advantage, and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), including its 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 or other liabilities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company within the meaning of 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.

(k) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(l) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.

(m) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges or concessions which the Company may think desirable.

(n) 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 any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(o) To act as agents or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(r) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are serving or have served the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in the business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments toward insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory, or non-contributory) for the benefit of any such persons and of their wives; widows; children and other relatives and dependants; and set up, establish support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or 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 or securities of any such company as aforesaid.

(t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

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

(x) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of the Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or the object or objects therein specified or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4 The liability of the Members is limited.

5 The Share Capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each person
--	--

POH LIM LAI 10 Regent Gardens SEVEN KINGS Essex IG3 8UL	ONE
---	-----

Chartered Secretary

ANNE ROSALIND BATESON 'Tietuna' 167 Frinton Road FRINTON-ON-SEA Essex CO13 0PD	ONE
---	-----

Company Secretary

Dated this 4 day of August 1993

Witness to the above Signatures:-

JULIE MARQUISS
76 Central Avenue
ENFIELD
Middlesex
EN1 3QF

ROS.MEM
001/M&A

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF BURTON & BRINDLEY COMMERCIAL LIMITED**

PRELIMINARY

1 The Regulations in Table A schedule to the Companies (Table A to F) Regulations 1985 shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company.

SHARES

2 (a) Subject to the provisions of paragraph (b) below and to any direction given by the Company by Ordinary Resolution, all unissued shares of the Company for the time being shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons (including the Directors themselves), at such times and on such terms and conditions as they may determine, provided that no share shall be issued at a discount. Section 89 Companies Act 1985 (statutory rights of pre-emption) shall not apply.

(b) The Directors are hereby unconditionally authorised to allot shares up to the nominal amount of the share capital of the Company at the date of incorporation within a period of five years from the date of incorporation and so that such authority shall include the grant of any right to subscribe for, or to convert any security into, shares and shall extend to any allotment or grant made after such period in pursuance of an offer or agreement made by the Company before such authority expires.

TRANSFER OF SHARES

3 No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the Directors who may, in their absolute discretion and without giving any reason, refuse so to do. The first sentence of Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the appointment of auditors and the fixing of the remuneration of the auditors and the Directors. In Regulation 38 of Table A the words "in case of special business" shall be added before the words "the general nature of the business to be transacted".

5 Regulation 41 of Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall be dissolved" were added at the end.

6 If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

ALTERNATE DIRECTORS

7 Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf and may, in the like manner remove the alternate Director from office. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

DIRECTORS

8 The number of Directors shall be determined by ordinary resolution but unless and until so fixed there shall be no maximum number of Directors and the minimum number shall be one. Regulation 64 of Table A shall not apply.

9 No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 73 to 77, Regulation 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 78 of Table A the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire" shall be omitted.

10 The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors and unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. A sole Director shall have authority to exercise all the powers and discretions by Table A or by these Articles expressed to be vested in the Directors generally. Regulation 89 of Table A shall be modified accordingly.

11 A Director, notwithstanding that he or, in the case of an alternate Director, his appointor, or any person connected with him or (as the case may be) his appointor has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulation 94, 95, 96 and 97 of Table A shall not apply.

NOTICES

12 A notice may be given by the Company to any member either personally or by sending it by post or by telegraph or telex to his registered address or by leaving it at that address. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post. The first sentence of Regulation 112 and the second sentence of Regulation 115 Table A shall not apply.

INDEMNITY

13 In addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

POH LIM LAI
10 Regent Gardens
SEVEN KINGS
Essex
IG3 8UL

Chartered Secretary

ANNE ROSALIND BATESON
'Frietuna'
167 Frinton Road
FRINTON-ON-SEA
Essex
CO13 0PD

Company Secretary

Dated this 4 day of August 1993

Witness to the above Signatures:

JULIE MARQUISS
76 Central Avenue
ENFIELD
Middlesex
EN1 3QF

ROS.ART
003.M&A

G

COMPANIES FORM No. 224

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

224

Please do not
write in
this margin

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

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

To the Registrar of Companies
(Address overleaf)

Company number

2845335

Name of company

* BURTON + BRINDLEY COMMERCIAL LTD.

* Insert full name
of company

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

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

Day Month

30 11

5 April
Day Month

05 04

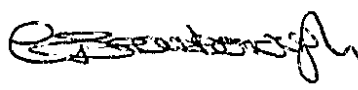
30 June
Day Month

30 06

31 December
Day Month

31 12

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

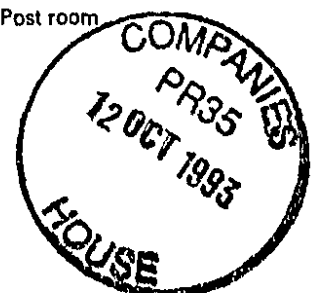
Signed  Designation: DIRECTOR Date 11-10-93

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

G. SCARBOROUGH
BURTON + BRINDLEY
COMMERCIAL LIMITED
JAMES HOUSE
DROVERS WAY
CHELMSFORD
ESSEX.
CM2 5PP

For official use
D.E.B.

Post room



G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2845335

Name of company

* BURTON + BRINDLEY COMMERCIAL LIMITED
--

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 7 JANUARY 1994 the nominal capital of the company has been
increased by £ 9,000 beyond the registered capital of £ 1,000.

5 the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.5

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

Please tick here if
continued overleaf

--

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

Signed C. Seabrook

Designation† DIRECTOR

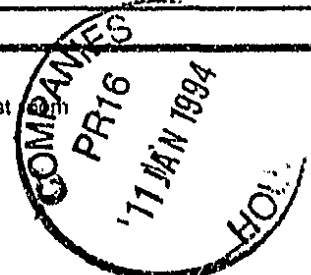
Date 10-1-94

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

C. SEABROOK
BURTON + BRINDLEY
COMMERCIAL LIMITED
JAMES HOUSE
DEVERE WAY
CHILMSFORD
ESSEX
CM2 5PP

For official Use
General Section

Post



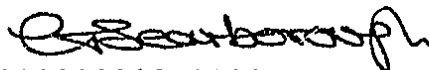
BURTON & BRINDLEY COMMERCIAL LIMITED

Registered number 2845335

COPY Resolution of the type and in the terms specified below as passed by the members of the Company named above at the extraordinary General Meeting duly convened and held at James House, Drovers Way, Chelmsford, Essex CM25PP on 7th January 1994.

SPECIAL RESOLUTION

That the share capital of the company be increased by 9,000 by the creation of 9,000 new ordinary shares of £1 each.



.....
Director

7th January 1994



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2845335

The Registrar of Companies for England and Wales hereby certifies that
BURTON & BRINDLEY COMMERCIAL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
H T KIRK LIMITED

Given at Companies House, Cardiff, the 17th June 1994

A handwritten signature in ink, appearing to be 'M. J. G.', written over a circular stamp that contains the word 'REGISTERED'.

For the Registrar of Companies



C O M P A N I E S H O U S E

Company No: 2845335



BURTON AND BRINDLEY COMMERCIAL LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened
and held on 1st June 1994 the following Resolution was passed as
a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT the Company change its name to H T KIRK LIMITED.



L Scarborough

Director



A7N0G20\$

A10 RECEIPT DATE: 11/06/94

12/5486-2-4/or3.resB