

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

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

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

To the Registrar of Companies

For official use

For official use

--	--	--	--

2854737

Name of company

* RUESCH INTERNATIONAL LIMITED

* insert full
name of Company

I, DOUGLAS GRAHAM PREECE
of 5 Great College Street
London SW1P 3SJ

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~(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 35, Great Peter Street
London SW1P

Declarant to sign below

on 14th day of September
One thousand nine hundred and ninety three
before me Ruth Harris



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

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

Radcliffes & Co
5 Great College Street
Westminster
London SW1P 3SJ

Ref: 411/DGP

For official Use
New Companies Section

Post room





OYEZ
CHA1

10

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

This form should be completed in block.

Company name (in full)

CN

2854737

For official use

RUESCH INTERNATIONAL LIMITED

Registered office of the company on
incorporation.

RO

5 Great College Street

Post town London

County/Region

Postcode SW1P 3SJ

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

X

Name Radcliffes & Co

RA

5 Great College Street, Westminster

Post town London

County/Region

Postcode SW1P 3SJ

Number of continuation sheets attached

1

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

Radcliffes & Co

5 Great College Street, Westminster, London

(Ref: 411/DGP)

Postcode SW1P 3SJ

Telephone 071 222 7040

Extension

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

DRACLIFFE COMPANY SERVICES LIMITED

AD 5 Great College Street

Westminster

Post town London

County/Region

Postcode SW1 3SJ

Country

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

Rohin Poon
DRACLIFFE COMPANY
SERVICES LIMITED

Signed

Date

14.09.1993

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

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

Address

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

Date of birth
 Business occupation
 Other directorships

* Voluntary details

Consent signature

CD

PIERRE F

V

MERLE

AD

330 Madison Avenue

Post town New York

County/Region New York

Postcode 10017

Country USA

DO 1 3 1 1 3 7

Nationality **NA** USA

OC

LAWYER

OD

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

Signed

Date

Pierre Merle

Sept 1993

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 1
to Form No. 10

Company number

Name of company

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

* insert full name
of company

*

RUESCH INTERNATIONAL LIMITED

Particulars of other directors (continued)

Name (note 3)	JEANETTE WEAVER	Business Occupation	Business Executive
Previous name(s) (note 3)		Nationality	USA
Address (note 4)	7608 Curtis Street	Date of birth (where applicable) (note 6)	14.10.45
	Chevy Chase		
	Maryland, USA	Postcode	20815

I consent to act as director of the company named above (notes 9 and 10)

Signature *Jeanette Weaver*

Date *14-09-1993*

Particulars of other directorships

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**

OTTO J

RUESCH

AD

7608 Curtis Street

Post town Chevy Chase

County/Region Maryland

Postcode 20815

Country USA

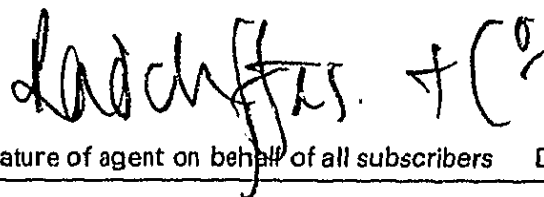
DO 0 5 1 0 4 0Nationality **NA** Swiss**OC** Business Executive**OD** None

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

Signed 

Date 14.09.1993

Delete if the form
is signed by the
subscribers.



Signature of agent on behalf of all subscribers

Date 14.09.93

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Company No: []

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

RUESCH INTERNATIONAL LIMITED

1. The name of the Company is RUESCH INTERNATIONAL LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) to carry on the business of dealers in currency, precious metals and bullion and to provide financial services, advice and facilities of every description.
 - (B) To carry on any other business which may seem to the Company capable of being conveniently or advantageously carried on in connection with or ancillary to all or any of the above or calculated directly or indirectly to enhance the value of and render more profitable any of the Company's property; and to carry on the aforesaid business either together as a single business or as separate and distinct businesses in any part of the world.
 - (C) To purchase, sell, lease, exchange, hire, improve, mortgage, licence or otherwise acquire and deal with any land or property of any tenure or any interest in the same or any chattels, rights, business concerns, choses in action and any other real and personal property of any kind including all of the assets of the Company and to develop and turn to account with the same in given manner as may be thought expedient and for any consideration which may be thought fit and to erect, pull down, repair, alter or otherwise deal with any buildings and adapt the same for the purpose of the Company's business.
- (D) To apply for, register, purchase or by other means acquire and protect, prolong and renew, any patents, patent rights, inventions, licences, trade marks, designs, service marks, protections, concessions or other intellectual property rights or other exclusive or non-exclusive rights of any kind which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend



LB 002620
at 1.00 p.m. 14.9.93
S. J. J. J.

money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (E) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.
- (F) To draw, make, accept, endorse, discount, negotiate, execute, issue and deal in bills of exchange, promissory notes, bills of lading, warrants and other negotiable, transferable or mercantile instruments.
- (G) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement or co-operate in any way with any company, firm or person carrying on or proposing to carry on any business or operation within the objects of the Company or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to subsidise or otherwise assist any such company, firm or person.
- (H) To lend and advance money or give credit to, or to guarantee, grant indemnities in respect of, support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums interest and dividends on any securities of any person, firm or company, whether having objects or engaged or intending to engage in any business similar to those of the Company or not, notwithstanding that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement contemplated herein.
- (I) To promote any company whose objects shall include the acquisition of all or any of the assets or liabilities of the Company, or the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company.
- (J) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company.

- (K) To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of and deal in the shares, stocks, debentures, debenture stock, bonds or securities of any other company promoted by the Company or carrying on or proposing to carry on any business in any part of the world.
- (L) To act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor, administrator, secretary, treasurer or registrar or to become manager of any business, and to keep any register or undertake any registration duties, whether in relation to securities or otherwise.
- (M) To procure the registration of the Company in or under the laws of any place outside England.
- (N) 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 securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (O) 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, debentures, debenture stock, or securities of the Company.
- (P) To subscribe, guarantee or pay money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company.
- (Q) To grant or procure the grant of pensions, gratuities, donations, annuities, allowances, or other benefits including benefits on death, to any directors officers or employees or ex-directors, ex-officers or ex-employees of the Company, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds, insurances, trusts or schemes (including in particular but without detracting from the generality of the foregoing any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company, or in any debenture or security of any corporation or company, including the Company) which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company.

- (R) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments and securities as may from time to time seem expedient, and to hold, sell or otherwise deal with such investments and securities.
- (S) To distribute among the Members of the Company in specie any property of the Company or any proceeds of sale or disposition of any property of the Company and for such purposes to distinguish and separate capital from revenue, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (T) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (U) To do all such other things as in the opinion of the board of directors may be incidental or conducive to the above objects or any of them.

AND IT IS HEREBY DECLARED that for the purposes of this clause:

- (a) the word 'company' in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
 - (b) 'securities' shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
 - (c) 'and' and 'or' shall mean 'and/or';
 - (d) 'other' and 'otherwise' shall not be construed eiusdem generis where a wider construction is possible; and
 - (e) the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.
4. The liability of Members is limited.
 5. The share capital of the Company is One hundred pounds (£100) divided into One hundred (100) Ordinary Shares of One pound (£1) each.

I, the person whose name and address is subscribed, am desirous of forming a Company in pursuance of this Memorandum of Association, and I agree to take the number of Shares in the capital of the Company set opposite my name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	Number of Shares taken by the Subscriber
--	---



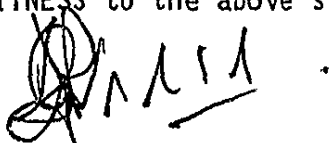
Ruesch Holding Inc
by Otto Ruesch
a duly authorised officer
608 Fifth Avenue
New York
New York
U.S.A.

One hundred Ordinary Shares

Holding Company

DATED the 14th day of September 1993

WITNESS to the above signature:-



Douglas Graham Preece
5 Great College Street
London
SW1P 3SJ
Solicitor

No: []

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
RUESCH INTERNATIONAL LIMITED

Interpretation

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

'THE ACT' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

'TABLE A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

Share capital

4. The authorised share capital of the Company at the date of incorporation of the Company is £100 divided into 100 Ordinary Shares of £1 each.
5. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

6. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 6 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.
7. The authority conferred on the directors by articles 5 and 6 shall remain in force for a period of 5 years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.
8. The provisions of section 89(1) of the Act shall not apply to the Company.

Lien

9. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

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

Proceedings at general meetings

11. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
12. A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.
13. On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

14. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

Delegation of powers

15. The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company.

Alternate directors

16. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.
17. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Appointment and retirement of directors

18. The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.
19. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
20. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced

at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

21. There shall be no age limit for directors of the Company.
22. A director shall not be required to hold any qualification shares in the Company.

Disqualification and removal of directors

23. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;
or
- (e) he is otherwise duly removed from office.

Remuneration of directors

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

Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine.

Proceedings of directors

25. Regulation 88 of Table A shall be amended by substituting for the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

the following sentence:

Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom.

26. If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply to the Company and Article 24 of these Articles shall have no effect.
27. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
28. Subject to such disclosure as is required by section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal

29. In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

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

Indemnity

31. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in

his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER



RUESCH HOLDING INC
by Otto Ruesch
a duly authorised officer
608 Fifth Avenue
New York
New York
U.S.A

One hundred Ordinary Shares

Holding Company

DATED the 14th day of September 1993

WITNESS to the above signature:-



Douglas Graham Preece
5 Great College Street
London
SW1P 3SJ
Solicitor

FILE COPY



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

Company No. 2854737

The Registrar of Companies for England and Wales hereby certifies that
RUESCH INTERNATIONAL LIMITED

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

Given at Companies House, London, the 14th September 1993

A handwritten signature in cursive script, appearing to read 'L. Mills'.

MRS L. MILLS

For The Registrar Of Companies



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

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

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 black lettering

* insert full name of company

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

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

Company number

2854737

Name of company

* RUSCH INTERNATIONAL LIMITED

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

3 1 0 3

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

3 1 0 3 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

RUSCH INTERNATIONAL INC

, company number U.S. COMPANY

the accounting reference date of which is 31st March

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 the second part of 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.

6. Signed Guyette Designation† DIRECTOR Date _____

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

ROBERT RHODES

THE GALLERY

STATION ROAD,

CRAWLEY, WEST SUSSEX

BN1 1H9

Ref. DRP

For official use
D.E.B.

Post room



RUESCH INTERNATIONAL LIMITED

We being the sole member of the above company hereby confirm that we have passed the following elective resolutions on October 25, 1994

Elective Resolutions

IT IS RESOLVED as follows:-

Section 252


that the Company dispense with the requirement to lay accounts and reports before the Company in general meeting with effect in relation to the accounts and reports in respect of the current financial period and subsequent financial periods.

Section 366A

that the Company dispense with the requirement to hold annual general meetings with effect from the date of this resolution.

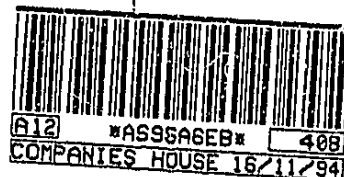
Section 386

that the Company dispense with the requirement to appoint auditors annually with effect from the date of this resolution.


For and on behalf of
Ruesch Holdings Inc.

Dated: 10/25/94 1994

QAS/CJM/W14376



P.03
#055 P02

TEL NO: 212-687-3523

NOV-14-'94 MON 13:43 1D:STAIRS DILLENBECK
RADOLIFFE & CO
21-OCT-1994 17:36