

FILE COPY



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

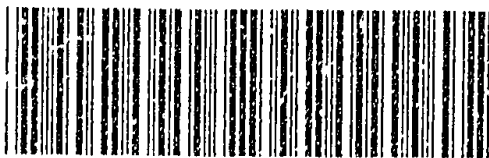
Company No. 2971095

The Registrar of Companies, for England and Wales hereby certifies that

BOND PEARCE (RESOURCES)

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

Given at Companies House, Cardiff, the 21st September 1994



N02971095K

E. J. Culliford
E J CULLIFORD

For The Registrar Of Companies



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

**Statutory Declaration of compliance
with requirements on application
for registration of a company**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* insert full
name of Company† delete as
appropriateTo the Registrar of Companies
(Address overleaf)

For official use



For official use



Name of company

* BOND PEARCE (RESOURCES)I, SIMON CHARLES BOURGE signing on behalf of BOURSE SECURITIES LIMITEDof 181 NEWFOUNDLAND ROADBRISTOLAVON BS2 9LU

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 181 NEWFOUNDLAND ROADBRISTOLAVON BS2 9LUthe 20th day of SeptemberOne thousand nine hundred and NINETY FOURbefore me H. A. H.

Declarant to sign below

~~XX~~
~~XX~~
Solicitor having the powers conferred on a
Commissioner for Oaths.

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

BOURSE COMPANY SERVICES
181 NEWFOUNDLAND ROAD
BRISTOL
AVON BS2 9LU

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

BOND PEARCE (RESOURCES)

Registered office of the company on
incorporation.

RO

BALLARD HOUSE

Post town

PLYMOUTH

County/Region

DEVON

Postcode

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

X

Name BOURSE COMPANY SERVICES

RA

181 NEWFOUNDLAND ROAD

Post town BRISTOL

County/Region AVON

Postcode BS2 9LU



A33 *A8FJ34UH* 432
COMPANIES HOUSE 21/09/94

Number of continuation sheets attached

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

BOURSE COMPANY SERVICES

181 NEWFOUNDLAND ROAD

BRISTOL, AVON

Postcode BS2 9LU

Telephone 0272 351415

Extension BKJ

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	BRISTOL LEGAL SERVICES LIMITED	
AD	181 NEWFOUNDLAND ROAD	
Post town	BRISTOL	
County/Region	AVON	
Postcode	BS2 9LU	Country ENGLAND
I consent to act as secretary of the company named on page 1		
Signed	<i>B. Jones</i>	Date 20.9.94

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	BOURSE SECURITIES LIMITED	
AD	181 NEWFOUNDLAND ROAD	
Post town	BRISTOL	
County/Region	AVON	
Postcode	BS2 9LU	Country ENGLAND
DO		Nationality NA
GC		
OD		
I consent to act as director of the company named on page 1		
Signed	<i>S. C. Jones</i>	Date 20.9.94

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

20.9.94

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

2971095

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL



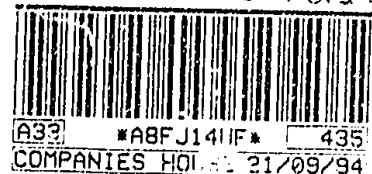
MEMORANDUM OF ASSOCIATION

of

BOND PEARCE (RESOURCES)

1. The company's name is BOND PEARCE (RESOURCES).
2. The company's registered office is to be situated in England and Wales.
3. The Company's objects are to provide professional secretarial and support staff services to the partnership Bond Pearce.
4. The liability of the Members is Unlimited.
5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

21/9/94 £200 midland
31122304



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 and Addresses of Subscribers

Number of shares taken
by each Subscriber

BOURSE SECURITIES LIMITED
181 Newfoundland Road
Bristol
BS2 9LU

One

S. C. Bourge

BRISTOL LEGAL SERVICES LIMITED
181 Newfoundland Road
Bristol
BS2 9LU

One

Jones

Two

Dated the 1st day of September 1994

WITNESS to the above signatures:

MELINA BOURGE
181 Newfoundland Road
Bristol
BS2 9LU

M. A. Bourge

ARTICLES OF ASSOCIATION

of

BOND PEARCE (RESOURCES)

1. Regulations 3, 32, 34 and 35 of Table A shall not apply to the company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.
2. The words 'at least seven clear days' notice' shall be substituted for the words 'at least fourteen clear days' notice' in regulation 38 of Table A.
3. The share capital of the company is £100 shares of £1 each.
4. 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 and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (c) subdivide its shares, or any of them, 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 and any share premium account in any way.

Names and addresses of Subscribers

BOURSE SECURITIES LIMITED
181 Newfoundland Road
Bristol
BS2 9LU

SC Bourge

BRISTOL LEGAL SERVICES LIMITED
181 Newfoundland Road
Bristol
BS2 9LU

Bjones

Dated the 1st day of September 1994

WITNESS to the above signatures:

MELINA BOURGE
181 Newfoundland Road
Bristol
BS2 9LU

M.A. Bourge