

FILE COPY



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

Company No. 3009356

The Registrar of Companies for England and Wales hereby certifies that
COLESLAW 259 LIMITED

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

Given at Companies House, Cardiff, the 13th January 1995



N03009356D


MRS. L. PARRY

For the Registrar of Companies



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

HC007B

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

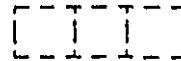
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

* COLESLAW 259 LIMITED

* insert full
name of Company

I, KATHARINE NAOMI EAVIS
of BUXTON COURT
3 WEST WAY
OXFORD OX2 0SZ

† 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 Reverse House, 3m TAN

Declarant to sign below

Way, Wizing 2mthe 4th day of JulyOne thousand nine hundred and 95before me [Signature]K. N. Eavis

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):

K.N. EAVIS
BUXTON COURT
3 WEST WAY
OXFORD
OX2 0SZ

Ref: KNE

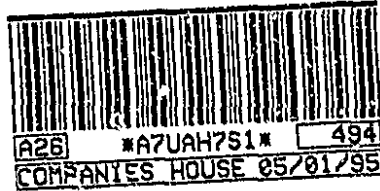
For official Use
New Companies Section

Post room





OYEZ
CHA1



10

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

This form should be completed in black.

Company name (in full)

CN

For official use

COESLAW 259 LIMITED

Registered office of the company on
incorporation.

RO BUXTON COURT

3 WEST WAY

Post town OXFORD

County/Region OX2 0SZ

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.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

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

MS KATE EAVIS

BUXTON COURT, 3 WEST WAY, OXFORD

Postcode OX2 0SZ

Telephone 0865 791122

Extension 2263

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** COLE AND COLE (NOMINEES) LIMITED

COMPANY NO. 2673612

AD BUXTON COURT

3 WEST WAY

Post town OXFORD

County/Region

Postcode OX2 0SZ

Country ENGLAND

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

Signed

Date

4.1.95

FOR AND ON BEHALF OF COLE AND COLE (NOMINEES) LIMITED

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

CD COLE AND COLE LIMITED

COMPANY NUMBER: 2220212

AD BUXTON COURT

3 WEST WAY

Post town OXFORD

County/Region

Postcode OX2 0SZ

Country ENGLAND

DO

Nationality

NA**OC****OD**

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

Signed

Date

4.1.95

FOR AND ON BEHALF OF COLE AND COLE LIMITED

* Voluntary details

Consent signature

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.

Post town

County/Region

Postcode

Country

Date of birth

DO

Nationality

NA

Business occupation

OC

Other directorships

OD

* Voluntary details

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

Consent signature

Signed

Date

Delete if the form
is signed by the
subscribers.

~~Signed 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

Signed

Date

Signed

Date

Signed

Date

Signed

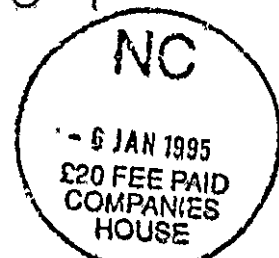
Date

Signed

Date

100

3009304



THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
COESLAW 259 LIMITED



1. The Company's name is "Coleslaw 259 Limited"
2. The Company's registered office is situated in England and Wales.
3. The objects of the Company are:-
 - (A) Pursuant to Section 3A of the Companies Act 1985 (as amended) (hereinafter referred to as "the Act") to carry on business as a general commercial company.
 - (B) 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.
 - (C) 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, copyright (whether registered or unregistered), protections and concessions and to disclaim and 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 or take any interest in for whatever purposes it deems suitable.
 - (D) To acquire or 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

613946

such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into partnership, joint venture or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, 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.

- (E) 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.
- (F) 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 investments made.
- (G) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity, letters of set-off, and suretyships of all kinds, to receive money on deposit or loan upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such

holding company, subsidiary, fellow subsidiary or associated company as aforesaid) and to carry out any of the foregoing activities notwithstanding that the carrying out of any of the said foregoing activities may be gratuitous and for no consideration.

- (H) To borrow and raise money in any manner 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, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (I) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (J) To apply for, promote, and obtain any Act of Parliament, 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 of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (K) 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, 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, and concessions.

- (L) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government, municipal, local or otherwise in any part of the world.
- (M) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect of any such company or companies.
- (N) To promote or establish any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of 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.

- (O) 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.
- (P) To act as agent or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (Q) 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.
- (R) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (S) 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.
- (T) To support, subscribe and make gifts to any charitable or public object or private organisation and to support and subscribe to any institution, society, or club whether or not for the benefit of the Company or its Directors or employees and whether or not 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 or have

been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in 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 towards insurance including insurance for any Director, officer or Auditor against any liability as if referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to 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 company 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

- (U) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (V) To enter into any partnership, joint venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the

Company and to acquire, sell and deal with shares, stock or securities of any such person, firm or company.

- (W) To procure the Company to be registered or recognised in any part of the world
- (X) 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.
- (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or of any of the powers given to it by the Act.

AND so that:-

- (1) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company and each such sub-clause shall, for the avoidance of doubt, be construed as an independent object of the Company.
 - (2) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other 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 Company's share capital is £100 divided into 100 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.

Name and addresses of Subscribers

Number of Shares taken by
each Subscriber

1. Cole and Cole Limited (No.2220212)
Buxton Court,
3 West Way,
OXFORD,
OX2 0SZ


One

2. Cole and Cole (Nominees; Limited
(No. 2673612)
Buxton Court,
3 West Way,
OXFORD,
OX2 0SZ



One

Total Shares taken

Two

Dated this 4th day of January 1995

Witness to the above Signatures:-

K. N. 
Solicitor
3 West Way
Oxford

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
- of -
COLESLAW 259 LIMITED

PRELIMINARY

1. (i) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations hereinafter contained shall constitute the Articles of Association of the Company;
- (ii) In these Articles the expression "The Act" means the Companies Act 1985 as amended by the Companies Act 1989, so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;
- (iii) In Regulation 1 of Table A "execution" includes both signature under hand and execution under seal;
- (iv) Regulations 24, 41, 59, 64, 73 to 78, 80, 94 to 97, 101 and 118 of Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a private Company and accordingly the provisions of Section 170 of the Financial Services Act 1986 shall apply to the Company.

SHARES

3. (i) At the time of incorporation of these Articles the capital of the Company is £100 divided into 100 shares of £1 each;
- (ii) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to

Section 80 of the Act and to sub-Clause 3(v) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit;

(iii) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as near as may be to the number of the existing shares held by them respectively unless the Company in General meeting shall by Special Resolution otherwise direct. The offer shall be made by Notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer, if not accepted will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions under this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner, as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of in terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members. The foregoing provisions of this paragraph shall have effect subject to Section 80 of the Act;

(iv) In accordance with Section 91 (i) of the Act, Sections

89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company;

- (v) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to be made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed revoked or varied by Ordinary Resolution of the Company in General Meeting;

LIEN

4. The Lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered owner thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

FORFEITURE

5. The liability of any member in default of payment of a call shall, if the Director so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and Regulations 18 and 21 of Table A shall be amended accordingly.

TRANSMISSION OF SHARES

6. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of

the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within thirty days of the date of such notice the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with and Regulation 31 of Table A shall be modified accordingly.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share whether or not it is a fully paid share and for the purposes of these Articles the expression "transfer" includes the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares.

GENERAL MEETINGS

8. (i) A Notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business of Regulation 38 in Table A shall be modified accordingly. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors;
- (ii) Every Notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company;

- (iii) On a show of hands or on a poll votes may be given either personally or by proxy;
- (iv) Regulation 40 of Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence;
- (v) If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day of the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved;
- (vi) The sentence "Execution in the case of a body corporate which is a member shall be sufficient if made by a Director thereof on its behalf" shall be deemed to have been added at the end of Regulation 53 of Table A.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 9. (i) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to or in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally and may do so by written Resolution. Regulations 89 and 90 of Table A shall be modified accordingly;
- (ii) The Directors shall not be required to retire by rotation and the final two sentences of Regulation 79 of Table A shall not apply to the Company;
- (iii) No person shall be appointed a Director at any General

Meeting unless:-

- (a) He is recommended by the Directors; or
- (b) Not less than fourteen and no more than thirty five clear days before the date appointed for the General Meeting, a notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with a notice signed by that person of his willingness to be appointed;
- (iv) Subject to Clause 9(iii) above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director;
- (v) The Directors may appoint a person who is willing to act to be a Directors either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with sub-clause 9(i) above as the maximum number of Directors for the time being;
- (vi) Any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age;
- (vii) In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may, if thought fit, by Ordinary Resolution appoint another person in his place. Such a removal shall be without prejudice to any claims which a Director may have for damages for breach of any contract of service between him and the Company.

ALTERNATE DIRECTORS

- 10
- (i) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if

any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 of Table A shall be modified accordingly;

- (ii) A Director, or any such person as is mentioned in Regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any Committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present;
- (iii) The appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same Meeting.

POWERS AND PROCEEDINGS OF DIRECTORS

- 11. (i) A Director may vote at a Meeting of Directors or of a Committee of Directors (and may be counted in the quorum present at any such meeting) on any Resolution concerning any matter in which he has, directly, or indirectly any interest whatsoever, which conflicts or may conflict with the interest of the Company provided that at or prior to such Meeting he discloses that interest in accordance with the provisions of Section 317 of the Act. Compliance with Section 317 of the Act shall be sufficient disclosure by a Director for the purposes of Regulations 85 and 86 of Table A;
- (ii) Where the Company is a member of another corporation any Director from time to time of the Company is authorised

pursuant to Section 375 of the Act to act as the representative of the Company in exercising the Company's voting rights and to sign any written Resolution with respect to that corporation and to act as a signatory to conclude any particular business in relation to that corporation as if the whole of the Board of Directors had given its consent;

- (iii) The Directors may exercise all the powers of the Company conferred by its Memorandum of Association to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services for current and ex-Directors of the Company and for those who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependents and relatives and the Directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Regulation 87 of Table A does not apply to the Company;
- (iv) Any Director who, by request of the Directors performs special services for any purposes of the Company which in the opinion of the Directors is outside the normal scope of such Director's duties shall receive such extra remuneration as the Directors may determine, which shall be charged as part of the Company's ordinary revenue expenses;
- (v) Any Director or Member of a Committee of the Board of Directors may participate in a Meeting of the Directors or such Committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or Member of the Committee participating in a Meeting in this manner shall be deemed to be present in person at such Meeting and shall count towards the quorum and be entitled to vote on any Resolutions proposed to

be passed thereat.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to grant any Mortgage, Charge or standard security over its undertaking, property and uncalled capital, or any part thereof and subject (in the case of any security convertible into shares) to Section 80 of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

NOTICES

13. (i) In Regulation 112 of Table A the words "or by telex or facsimile transmission or electronic mail" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a pre-paid envelope";
- (ii) Where Notice is communicated by telex, facsimile transmission, electronic mail, or any other form of immediate transmission then such notice shall be deemed to be given at the time it is correctly transmitted to the person to whom it is addressed.

THE SEAL

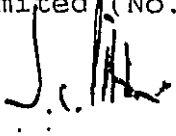
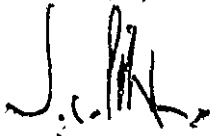
14. (i) If the Company has a Seal it shall only be used with the authority of the Directors or of a Committee of Directors. The Directors shall determine who shall sign any Instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or another Director. The obligation under Regulation 6 of Table A relating to the sealing of Share Certificates shall apply only if the Company has a Seal;
- (ii) The Company may exercise the powers conferred by Section 29 of the Act with regard to having an official Seal for

use abroad, and such powers shall be vested in the Directors.

INDEMNITY

15. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, either civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the Execution of the duties of his office or in relation thereto but this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

NAMES AND ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

1. Cole and Cole (Nominees) Limited (No. 2673612)
Buxton Court
3 West Way
Oxford
OX2 0SZ 
2. Cole and Cole Limited (No. 2220212)
Buxton Court
3 West Way
Oxford
OX2 0SZ 
-

Dated this 4th day of January 1995

Witness to the above signatures

K.N. Eam
Solicitor
3 West Way
Oxford