

Company No.3062561

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTIONS

of

MAWLAW 271 LIMITED

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Passed on 1 September 1995

At an extraordinary general meeting of the Company duly convened and held at 20 Black Friars Lane, London on 1 September 1995 the following resolutions were duly passed as special resolutions:

**SPECIAL RESOLUTIONS**

1. THAT the memorandum of association of the Company be and is hereby amended by the deletion of existing clause 3 and the substitution therefor of the new clause 3 as set out in the re-printed memorandum tabled at the meeting and signed for identification.
2. THAT the regulations as set out in the re-printed articles of association tabled at the meeting and signed for identification be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of its existing articles of association.

  
Chairman



.....  
CHAIRMAN

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MAWLAW 271 LIMITED

1. The name of the Company is "MAWLAW 271 LIMITED"
2. The registered office of the Company will be situate in England and Wales.
- <sup>2</sup>3. The objects for which the Company is established are:
  - 3.1 The Company's object are:
    - a)
      - i) to carry on business as a general commercial company; and
      - ii) without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act, the Company has power to do all or any of the following things.
  - 3.2 To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue, place, underwrite or guarantee the subscription of, subscribe for, acquire, hold or sell any shares, stocks, bonds, options, debentures, debenture stock or other capital or securities or obligations of any companies, syndicates or other bodies of all kinds, and to pay or provide for brokerage, commission and underwriting in respect of any such issue and to do all things

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<sup>2</sup> Clause 3 is printed as amended by Special Resolution dated 1 September 1995.

necessary or desirable to benefit any such companies, syndicates or other bodies and without prejudice to the generality of the foregoing to establish or promote or join in the establishment or promotion of any other company whose objects shall include the taking over of any of the assets with or without the liabilities of the Company or the promotion of which shall be calculated to advance its interests and to acquire and hold any shares, securities or obligations of any such company.

- 3.3 To invest or deal with any of the monies of the Company not immediately required for its operations in such manner with or without security and whether at home or abroad as the Company may think fit.
- 3.4 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person, firm, company or other body of any kind for the purpose of carrying on business from which the Company would or might derive any benefit whether direct or indirect.
- 3.5 To purchase or otherwise acquire, hold and undertake all or any part of the business, property, securities, liabilities and transactions of any person, firm, company or other body of any kind.
- 3.6 To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs, rights of agency or distributorship and the like conferring any exclusive or non-exclusive or limited right, or any secret or other information as to any state of affairs, individual, firm, company or other body, or any invention, process, development or the like which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company. To use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects and to apply for, register or by other means protect, prolong and renew whether in the United Kingdom or elsewhere any of the same.
- 3.7 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest and manage, develop, work, improve, sell, dispose of or otherwise turn to account and deal with any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, property, business, undertaking and any heritable or moveable real or personal property of any kind.

- 3.8 To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- 3.9 To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- 3.10 To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- 3.11 To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- 3.12 To guarantee or otherwise 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 part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business and to give financial assistance for the purpose of the acquisition of shares in the capital of the Company or any holding company of the Company or for the purpose of reducing a liability incurred by any person for the purpose of such an acquisition subject to the provisions of Section 155 Companies Act 1985.

- 3.13 To grant indemnities of every description and to undertake obligations of every description.
- 3.14 To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- 3.15 To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- 3.16 To pay for any property or rights acquired by the Company or to remunerate any person, firm or company rendering services to the Company either in cash or in kind or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined.
- 3.17 To sell, lease, mortgage, charge, pledge, grant or surrender rights over, or otherwise deal with, turn to account or dispose of all or any part of the property, assets, business or undertaking of the Company for such consideration (if any) as may be advantageous to the Company including, without prejudice to the generality of the foregoing, consideration in cash, whether by instalments or otherwise, or in kind, or in shares (with or without deferred or preferred rights in respect of dividends or repayment of capital or any other matter) or debentures, mortgage debentures, mortgages, debenture stock or loan stock (secured or unsecured) of any company, corporation or body of persons, or in the form of any property real or personal, tangible or intangible, or of any right, pledge or claim or of any undertaking to do or abstain from doing any act or to supply any services or goods or any other consideration, or in any combination of the above.
- 3.18 To make loans or give credit on such terms as may seem expedient with or without security to such persons, firms, companies, syndicates or other bodies of all kinds and in such cases (and in the case of loans either of cash or of other assets) as the Company may think fit.
- 3.19 To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company 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.

- 3.20 To amalgamate with any other company and on any terms whatsoever.
- 3.21 To procure the Company to be registered or recognised in any country or place abroad.
- 3.22 To obtain any provisional or other order or Act of Parliament of this country or of any other state for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 3.23 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 and concessions.
- 3.24 To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- 3.25 To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or which may be connected with any place where the Company carries on business; to institute and maintain any profit-sharing scheme or share option schemes calculated to advance the interests of the Company or such persons; the said persons are any persons who are or were at any time in the employment or service of the Company or its predecessor in business or of any company which is or has been the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and the spouses, widows, widowers, families or dependants of any such persons.

- 3.26 To subscribe or guarantee money for or organise or assist any charitable, benevolent, public, general, political or useful object or for any exhibition or for any person which or who may be considered likely directly or indirectly to further the objects of the Company or the interests of its shareholders.
- 3.27 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive to or expedient for the advantage or protection of the Company.
- 3.28 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- 3.29 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:-

- (a) 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 not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
- (b) the objects set forth in each sub-clause of this 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 application of the ejusdem generis rule or 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 by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the members is limited.

<sup>3</sup>5. The share capital of the Company is 100,000 divided into 100,000 Ordinary shares of £1.00 each.

<sup>3</sup>By ordinary resolution passed on 1 September 1995, 99,900 authorised ordinary shares of £1.00 each were cancelled. The share capital of the Company is now 100 divided into 100 ordinary shares of £1.00 each



We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
SUSAN CAROL FADIL 176 Dartford Road Dartford Kent DA1 3EX	One
Chartered Company Secretary	
ERIC MICHAEL GUMMERS 9 Vincent Square Mansions Walcott Street London SW1P 2NT	One
Solicitor	

Dated the 22nd day of May 1995

WITNESS to the above Signatories:-

Michelle Cook  
65 Bosworth Road  
Dagenham  
Essex  
RM10 7NU

Legal Secretary

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**MAWLAW 271 LIMITED**

**(As adopted by Special Resolution dated 1 September 1995)**

**PRELIMINARY**

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. Clauses 64, 95, 96, 97 and 98 of Table A shall not apply to the company, but (in addition to the remaining clauses of Table A) the following shall be the articles of association of the company.
2. The company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

**SHARES**

3. In accordance with section 91(1) of the Companies Act 1985 sections 89(1) and 90(1) to (6) (inclusive) of the Companies Act 1985 shall not apply to the company.
4. The directors of the company are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over any relevant securities up to the maximum amount hereinafter laid down to such persons (including the directors themselves) on such terms and at such times as they think proper, provided that no shares shall be issued at a discount. The maximum amount of relevant securities which may be

allotted under the authority hereby conferred shall be the amount of the authorised share capital at the date of adoption of these articles. The authority hereby conferred shall expire five years after the date of adoption of these articles unless renewed, revoked or varied by ordinary resolution of the company in general meeting.

5. The lien conferred by clause 8 of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the company, whether he or she shall be the sole registered holder thereof or shall be one of two or more joint holders.

#### GENERAL MEETINGS

6. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."
7. For so long as the Company is a wholly owned subsidiary, any director or secretary of a body corporate which is a member of the Company (each such person being hereafter referred to as a "Qualifying Representative") shall be recognised as the proxy of that body corporate unless the body corporate has delivered to the Company in relation to the meeting a valid instrument of proxy which has not been revoked. If more than one Qualifying Representative of a body corporate is present at any meeting of the Company, such persons shall agree between them who shall act as proxy for the body corporate. In default of their promptly so agreeing, the Chairman of the meeting shall direct which person shall act as proxy of the body corporate and his decision shall be final. All acts done by a Qualifying Representative who acts as proxy pursuant to the provisions of this article shall, notwithstanding that it afterwards be discovered that there was a defect in his appointment or that he was disqualified from holding office, or had vacated office, or that he was not authorised by the body corporate to do the act in question, be as valid as if such Qualifying Representative had been duly appointed and was qualified and had continued to hold the relevant office and had been duly authorised to do the act in question.

#### DIRECTORS

8. Unless and until the company in general meeting shall otherwise determine there shall be no limitation as to the number of directors. The quorum necessary for the transaction of business by the directors may be fixed by the directors, and unless so fixed shall be two; and a person who holds office only as an alternate director shall, if his or her appointor is not present, be counted in the quorum. If and so long as there is a sole director, he or she may exercise all the powers and authorities vested in the directors by these articles.

9. A director may vote as a director in regard to any contract or arrangement in which he or she is interested or upon any matter arising thereout, and if he or she shall so vote his or her vote shall be counted and he or she shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and clause 94 of Table A shall be modified accordingly.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

10. (a) For so long as the Company is a wholly owned subsidiary of Continuum (Europe) Limited (a company registered in England with registered number 1564438) Continuum (Europe) Limited may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said company and shall take effect upon receipt at the registered office of the Company or by the secretary.
- (b) For so long as the Company is a wholly owned subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and, subject to regulation 81 of Table A (as applicable to the Company), any director so appointed shall hold office until he is removed pursuant to Article 10(a).
- (c) For so long as the Company is a wholly owned subsidiary, regulations 73 to 80 (inclusive) shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.
- (d) The office of director shall be vacated:-
- (i) If by notice in writing to the company he or she resigns the office of director;  
or

- (ii) If he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his or her office be vacated; or
- (iii) If he or she becomes bankrupt or enters into any arrangements or composition with his or her creditors generally, or
- (iv) If he or she is prohibited from being a director by any order made under any of the provisions of the Act; or
- (v) If he or she is, or may be, suffering from mental disorder and either:-
  - a) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for a admission under the Mental Heath (Scotland) Act 160, or
  - b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her dentention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- (vi) If he or she is removed from office under section 303 of the Companies Act 1985; or
- (vii) If he or she is removed from office under clause 10(A) of these articles.

#### ROTATION OF DIRECTORS

- 11. Regulations 73, 74, 75, 77 and 80, together with other references to retirement of directors by rotation and the second and third sentences of regulation 79 in Table A, shall not apply to the Company.

## TRANSFER OF SHARES

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

## INDEMNITY

13. Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the company shall be entitled to be indemnified by the company out of its own assets against all costs, charges, losses, expenses and liabilities incurred by him or her in the actual or purported execution and/or discharge of his or her duties and/or the exercise or purported exercise of his or her powers and/or otherwise in relation to or in connection with his or her duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him or her as an officer or employee of the company and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court. Clause 118 of Table A shall not apply.

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Names, addresses and descriptions of subscribers

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SUSAN CAROL FADIL  
176 Dartford Road  
Dartford  
Kent  
DA1 3EX

Chartered Company Secretary

ERIC MICHAEL GUMMERS  
9 Vincent Square Mansions  
Walcott Street  
London  
SW1P 2NT

Solicitor

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Dated the 22nd day of May 1995

WITNESS to the above Signatories:-

Michelle Cook  
65 Bosworth Road  
Dagenham  
Essex  
RM10 7NU

Legal Secretary

[ ] Recharging of Property Costs

The Board agrees and undertakes to procure that its subsidiaries will agree to extend the period of 12 months referred to in each of the side letters dealing with recharging rent and other property costs which were entered into at the same time as each of the Contracts to a period concurrent with the term of each Contract.