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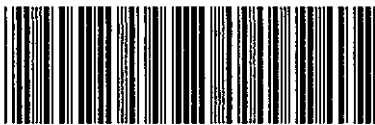
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3173997

The Registrar of Companies for England and Wales hereby certifies that
IGI FINANCIAL SERVICES 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 15th March 1996



N03173997Q



For the Registrar of Companies



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

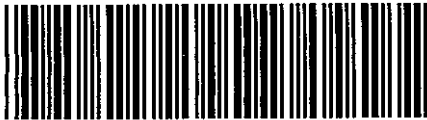
HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

IGI FINANCIAL SERVICES LIMITED



* F 0 1 2 0 C 2 0 *

I, RICHARD SIMON FETTERMAN

of 1ST FLOOR, BOUVERIE HOUSE, 154 FLEET STREET
LONDON EC4A 2DQ

† Please delete as appropriate.

RSF

do solemnly and sincerely declare that I am a ~~/person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ Solicitor engaged in the formation of the company and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Richard Simon Fetterman

Declared at

4TH FLOOR, BOUVERIE HOUSE, 154 FLEET STREET,
LONDON EC4A 2DQ

the

eight

day of

MARCH

One thousand nine hundred and ninety

SIX

● Please print name.

before me ●

AMANDA JANE WHITE

Signed

AMANDA JANE WHITE

Date

8.3.96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

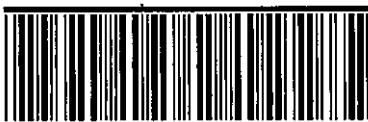
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

PAILEX CORPORATE SERVICES LIMITED

1ST FLOOR, BOUVERIE HOUSE, 154 FLEET STREET

LONDON EC4A 2DQ Tel 0171-353 0299 REF: RPK

DX number 198 DX exchange LONDON/WC2



A03 *AW63ZJPM* 208
COMPANIES HOUSE 09/03/96

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Company name in full

IGI FINANCIAL SERVICES LIMITED



* F 0 1 0 0 C 2 0 *

Proposed Registered Office

1ST FLOOR, MINERVA HOUSE

(PO Box numbers only, are not acceptable)

SPANIEL ROW

Post town

NOTTINGHAM

County / Region

NOTTINGHAMSHIRE

Postcode

NG1 6EP

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite and
give the agent's name and address.

X

Agent's Name

PAILEX CORPORATE SERVICES LIMITED

Address

1ST FLOOR, BOUVERIE HOUSE,

154 FLEET STREET

Post town

LONDON

County / Region

Postcode

EC4A 2DQ

Number of continuation sheets attached

1

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

PAILEX CORPORATE SERVICES LIMITED

1ST FLOOR, BOUVERIE HOUSE, 154 FLEET STREET

LONDON EC4A 2DQ Tel 0171-353 0299 REF: RPK

DX number 198 DX exchange LONDON/WC2

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A03 *AW640JPO* 209
COMPANIES HOUSE 09/03/96

Company Secretary

Company name			
NAME	*Style / Title	MR	*Honours etc
* Voluntary details	Forename(s)	KEVIN PATRICK	
	Surname	HORN	
	Previous forename(s)		
	Previous surname(s)		
Address		3 MANVERS DRIVE	
Usual residential address			
For a corporation, give the registered or principal office address.		Post town	RADCLIFFE-ON-TRENT, NOTTINGHAM
	County / Region	NOTTINGHAM	Postcode NG12 2FT
	Country	UNITED KINGDOM	

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

Consent signature

Date

04/03/96

Directors

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
	Forename(s)	JOHN ANTHONY	
	Surname	LEVIN	
	Previous forename(s)		
	Previous surname(s)		
Address		71 RANDOLPH AVENUE	
Usual residential address			
For a corporation, give the registered or principal office address.		Post town	MAIDA VALE
	County / Region		Postcode W2 1DU
	Country	UNITED KINGDOM	

Day Month Year

Date of birth

29 11 63

Nationality

IRISH

Business occupation

MANAGING DIRECTOR

Other directorships

NONE

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

Consent signature

Date

04/03/96

Company Secretary**Form 10 Continuation Sheet***Please complete in typescript,*** or in bold black capitals.*

Company number

~~NAME~~ *Style / Title~~*Honours etc~~

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

~~Consent signature~~~~Date~~**Directors***Please list directors in alphabetical order*

NAME *Style / Title

MR

*Honours etc

Forename(s)

CLIVE BARON

Surname

SARON

Previous forename(s)

Previous surname(s)

Address

144 HAMILTON TERRACE

Usual residential address

For a corporation, give the registered or principal office address.

ST JOHN'S WOOD

Post town

LONDON

County / Region

Postcode

NW8 9UX

Country

UNITED KINGDOM

Date of birth

Day Month Year

24

12

46

Nationality

SOUTH AFRICAN

Business occupation

INSURANCE CONSULTANT

Other directorships

CHAUFFEUR RENTALS LIMITED

DUOQUOTE LIMITED

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

Consent signature

Date

04/03/96

Stat Pls Group plc

Company Secretary

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Directors (continued)

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	KEVIN PATRICK		
	Surname	HORN		
	Previous forename(s)			
	Previous surname(s)			
Address	3 MANVERS GROVE			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town	RADCLIFFE-ON-TRENT, NOTTINGHAM		
	County / Region	NOTTINGHAM	Postcode	NG12 2FT
	Country	UNITED KINGDOM		
	Day	Month	Year	
Date of Birth	07	06	63	Nationality IRISH
Business occupation	FINANCIAL DIRECTOR			
Other directorships	NONE			
	I consent to act as director of the company named on page 1			
Consent signature			Date	04/03/96

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****(i.e. those who signed
as members on the
memorandum of
association).****Signed****Date****8 March 1996****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant

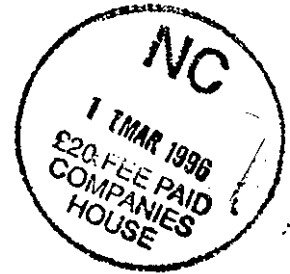
- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.



THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

3173997

MEMORANDUM OF ASSOCIATION

OF

IGI FINANCIAL SERVICES LIMITED

1. The Company's name is "IGI FINANCIAL SERVICES LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on business as a general commercial company.
 - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in this Clause 3 or calculated directly or indirectly to enhance the value of or render profitable any of the property, assets or rights of the Company.
 - (C) To purchase or by any other means acquire and take options over any property whatsoever, and any rights or privileges of any kind over or in respect of any property.
 - (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 such acquisition to assume all or any of the liabilities for such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership 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, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

729427

- (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 the Company receiving any consideration or advantage or security direct or indirect, for any such loans, advances, credit, indemnities or guarantees 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 receive money on deposit or loan upon any terms, to enter into guarantees, contracts of indemnity and suretyships of all kinds, and to secure or guarantee in any manner including by personal covenant, mortgaging or charging all or any part of the undertaking or property, assets, in each case whether present or future, or uncalled capital of the Company or, 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).
- (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 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 or authority, municipal, local or otherwise, in any part of the world.

- (K) 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 to any such company or companies.
- (L) To promote 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.
- (M) 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.
- (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 other 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 or other securities of the Company.
- (P) If and only to the extent permitted by the Act, 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.

- (Q) To purchase and maintain insurance for the benefit of any person who is or was a director, officer or auditor of the Company or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company or of any such other company including (but without prejudice to the generality of the foregoing) insurance indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against; for these purposes "holding company" and "subsidiary undertaking" shall have the meanings ascribed to them in the Act.
- (R) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company or otherwise associated with the Company in business or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's holding or subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (S) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none

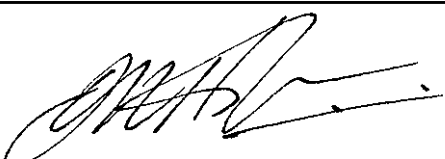
of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
 - (3) 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) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.
- 4. The liability of the Members is limited.
 - 5. The Company's share capital is £100,000 divided into 100,000 shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the share shown opposite my name.

NAME AND ADDRESS
OF SUBSCRIBER

NUMBER OF SHARES TAKEN
BY SUBSCRIBER



JONATHAN RONALD KROPMAN

1

First Floor,
Bouverie House,
154 Fleet Street,
London EC4A 2DQ.

Solicitor

Total Shares Taken

1

Dated the 8 day of March 1996

Witness to the above Signature:-



RICHARD SIMON FETTERMAN

First Floor,
Bouverie House,
154 Fleet Street,
London EC4A 2DQ.

Solicitor

THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
IGI FINANCIAL SERVICES LIMITED

PRELIMINARY

1. These Regulations, together with 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 referred to as "Table A") shall be the Regulations of the Company save in so far as the Regulations in Table A are excluded or varied hereby. The following Regulations in Table A shall not apply to the Company: Regulations 8 (lien), 24 (directors' refusal of share transfers), 33 (fractional entitlements), 38 (notice of general meetings), 40 (quorum at general meetings), 50 (chairman's casting vote at general meetings), 53 (written resolution), 54 (votes of members), 64 (number of directors), 73-80 inclusive (appointment and retirement of directors), 88 (proceedings of directors), 89 (quorum for transaction of business), 93 (written resolution of directors), 94 (conflict of interest), 95 (quorum disentitlement), 99 (secretary) and 112 (notices).
2. The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) 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. The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1 each.
4. (a) The whole of the shares of the Company for the time being unissued shall be under the control of the directors, who are unconditionally

authorised for the purposes of Section 80 of the Companies Act 1985 (such act being hereinafter referred to as "the Act") generally to exercise any power of the Company at any time during the period of 5 years from the date of the Company's incorporation to allot any relevant securities (as defined by Section 80 (2) of the Act) up to an amount equal to the amount of the authorised share capital of the Company as at the date of incorporation from time to time unissued during the period of such authority.

- (b) The directors shall be entitled under the general authority conferred by Regulation 4 (a) above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
 - (c) Section 89 (1) and Section 90 (1)-(6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) in the Company made pursuant to the authority contained in Regulations 4(a) and (b) above.
5. The directors may in their absolute discretion and without assigning any reason for their decision decline to register any transfer of any share whether or not it is a fully paid share.
6. Subject to the provisions of Chapter VII in Part V of the Act the Company may:-
- (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
 - (b) purchase its own shares (including any redeemable shares);
 - (c) make a payment in respect of the redemption or purchase under Sections 159 to 161 or (as the case may be) Section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

LIENS AND CALLS

7. (a) The Company shall have a first and paramount lien on every share for all monies (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 standing registered in the name of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the

Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all distributions and other moneys or property attributable to it.

- (b) The liability of any member in default in respect of a call shall include expenses. The following words shall be added at the end of the first sentence of Regulation 18 of Table A: "and all expenses that may have been incurred by the Company by reason of such non-payment".
- (c) In Regulation 19 of Table A there shall be substituted for the words "all dividends or other moneys payable in respect of the forfeited shares" the words "all distributions and other moneys or property attributable to it".
- (d) The directors may, if they think fit, receive from any member all or any part of the sums for the time being uncalled and unpaid on any of his shares.

PROCEEDINGS AT GENERAL MEETINGS

8. Subject to any special rights or restrictions as to the voting attached to any shares by or in accordance with these Articles, or by or in accordance with the terms upon which any shares have been issued:-

- (a) on a show of hands every member:-

- (i) who (being an individual) is present in person; or
- (ii) which (being a corporation) is present by a duly authorised representative

shall have one vote; and

- (b) on a poll every member:-

- (i) who (being an individual) is present in person or by proxy; or
- (ii) which (being a corporation) is present by a duly authorised representative or by proxy

shall have one vote for every ordinary share of which he is the holder.

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: one person entitled to vote being a member or duly authorised representative of a corporation shall be a quorum. Regulation 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".
10. (a) A resolution in writing as is referred to in Section 381A of the Act signed by all the members who at the date of the resolution would be entitled to attend and vote at general meetings or:-
- (i) in the case of an individual signed by his duly authorised attorney; or
 - (ii) in the case of a corporation by its duly authorised attorney or by a person duly authorised to do so pursuant to a valid resolution of the directors or other governing body of such corporation
- shall, subject to compliance with Section 381B of the Act (rights of the Company's auditors to be sent written resolutions proposed to be agreed and to respond if they wish), be as effective for all purposes as a resolution duly passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed in accordance with the provisions of this Regulation.
- (b) The directors shall be entitled to accept that a resolution has been signed by a member if the directors receive a copy of the resolution bearing a facsimile of the member's signature and, if the directors do so accept, the resolution shall be effective for all purposes as having been signed by the member concerned.

NOTICE OF GENERAL MEETINGS

11. An annual general meeting and an extraordinary general meeting called for the passing of any special resolution shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed:-
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

- (b) in the case of any other meeting, by the requisite majority being a majority in number of the members having a right to attend and vote and together holding not less than:-
 - (i) ninety five per cent in nominal value of the shares giving that right; or
 - (ii) whilst an elective resolution passed by the Company pursuant to Section 369(4) of the Act is effective, the relevant majority specified in such resolution or subsequently determined by the Company in general meeting in accordance with such resolution.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

A notice convening a general meeting shall in the case of special business specify the general nature of the business to be transacted.

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, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. Subject to the provisions of these Articles and to any restrictions imposed on any shares the notice shall be given to all the members and to the directors and auditors.

DIRECTORS

- 12. Unless and until otherwise determined by the Company in general meeting the number of directors (other than alternate directors) shall not be less than one nor shall it be subject to any maximum. The quorum for the transaction of the business of the directors shall be two, except where there is only a sole director in office in which case such sole director may act for all purposes and exercise all the powers of the Company. A person who holds office only as an alternate director shall, if he is present but his appointor is not, be counted in the quorum for the transaction of the business of the directors.
- 13. The Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.

14. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors.
15. No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of seventy or any other age; nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person; and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
16. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and 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.
17. A director who declares his interest in the manner provided by the Act may vote as a director in regard to any contract or arrangement in which he is interested (including, but without prejudice to the generality of the foregoing, any contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy in which he is in any way interested) or upon any matter arising in relation to it and, if he shall so vote, his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.
18. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as effective for all purposes as a resolution passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors. The directors shall be entitled to accept that a resolution has been signed by a director if:-
 - (a) the directors receive a copy of the resolution bearing a facsimile of the director's signature;
 - (b) it has been signed by a duly authorised representative for and on behalf of a director;
 - (c) it has been signed by an alternate director validly appointed by a director. If such a resolution is signed by an alternate director validly appointed by a director, it shall not be necessary for that director also to sign the resolution. If such a resolution is signed by a director who has appointed an alternate director, it shall not be necessary for his alternate director also to sign that resolution in that capacity;

and, if the directors do so accept, the resolution shall be effective for all purposes as having been signed by the director.

19.
 - (a) Subject to the provisions of these Regulations, the directors may regulate their proceedings as they think fit;
 - (b) A director may, and the secretary at the request of any director shall, call a meeting of directors;
 - (c) Questions arising at a meeting shall be decided by a majority of votes;
 - (d) A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote;
 - (e) It shall be necessary to give notice of meetings to directors who are absent from the United Kingdom (provided that such directors have given to the Company a forwarding address) and despatch of notices pursuant to these Regulations to such addresses shall be deemed good and effective notice;
 - (f) Directors or, if appropriate, their alternates may participate in or hold a meeting of directors or a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as that of a meeting of the directors or (as the case may be) a committee of the directors duly convened and held with such directors physically present;
 - (g) In the case of an equality of votes, the chairman shall not have a second or casting vote.
20. In Regulation 82 of Table A there shall be inserted after the words "such remuneration" the words "for their services as such", and at the end of that Regulation the sentence: "A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office".
21. In Regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis "(unless the terms of his appointment otherwise provide)".

22. In Regulation 87 of Table A there shall be substituted in the first line for the words "The directors" the words "The directors on behalf of the company".

ASSOCIATE, DIVISIONAL OR REGIONAL DIRECTORS

23. (a) The directors shall have power from time to time to designate any person or persons in the employment of the Company not being directors as associate directors or divisional directors or regional directors of the Company and also at any time to revoke such designation as regards any person so appointed.
- (b) The designation of a person as an associate director or divisional director or regional director shall not confer upon him the status of a director or entitle him to vote at meetings of the directors or to attend such meetings unless specifically invited to attend; none of the provisions of these Regulations or of the Act concerning directors shall apply to an associate director or divisional director or regional director.
- (c) A person designated as an associate director or divisional director or regional director shall not, unless the directors otherwise determine, be entitled to any additional remuneration on that account and the terms of any service agreement between the Company and such a person shall in no way be affected by his designation as an associate director or divisional director or regional director or by the revocation thereof. He shall be entitled to be described as an associate director or divisional director or regional director of the Company only so long as he shall continue to be so designated.
24. (a) For so long as HGI (UK Holdings) Limited ("the Holding Company"), or any subsidiary of the Holding Company, shall be the holder of not less than 90 per cent of the issued ordinary shares of the Company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Regulations and Table A:-
- (A) the Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company may

by written notice to the Company from time to time prescribe;

- (C) no unissued shares or securities shall be issued or agreed to be issued or put under option without the consent of the Holding Company.

Any such appointment, removal, consent or notice shall be effected by an instrument in writing signed on behalf of the Holding Company by any two of its directors or by any one of its directors and either its secretary or some other person duly authorised for the purpose and shall take effect upon receipt (including by facsimile) at the registered office of the Company.

- (b) No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted or as to whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

SECRETARY

- 25. Subject to the provisions of Sections 10 and 286 of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; any secretary may be removed by them. The provisions of Sections 283 and 284 of the Act shall be observed.

NOTICES

- 26. The Company shall give notice to each member of the Company by sending it by post in a prepaid envelope addressed to the member at his registered address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and the notices so given shall be sufficient notice to all the joint holders.

INDEMNITY

- 27. The directors shall have power to purchase and maintain insurance for the benefit of any person who is or was a director, officer or auditor of the Company or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or

of any subsidiary undertaking of the Company including (but without prejudice to the generality of the foregoing) insurance indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against.

NAME AND ADDRESS
OF SUBSCRIBER



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Solicitor

Dated the 8 day of March 1996

Witness to the above Signature:-



RICHARD SIMON FETTERMAN

First Floor,
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Solicitor