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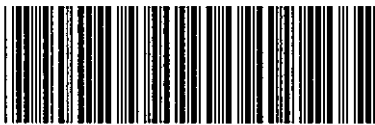
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3195261

The Registrar of Companies for England and Wales hereby certifies that  
MARPLACE (NUMBER 374) 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 7th May 1996



\*N03195261E\*

*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies



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

HC007B



COMPANIES HOUSE

12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full



\*F012001J\*

MARPLACE (NUMBER 374) LIMITED

I,  
of

JOHN RICHARD HEPWORTH

1 LOWER FRENCHES DRIVE, GREENFIELD, OLDHAM

† Please 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 of the Companies Act 1985~~† 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

JRHepworth

Declared at

Brook House, 70 Spring Gardens, Manchester, M2 2BQ

the

Twenty-ninth

day of

April

One thousand nine hundred and ninety

six

• Please print name.

before me •

PAUL ANDREW JOHNSON

Signed

Paul Johnson

Date

29th April 1996

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.

CHAFFE STREET, BROOK HOUSE, 70 SPRING GARDENS;

MANCHESTER, M2 2BQ

Tel 0161 236 5800

DX number 14431

DX exchange MANCHESTER



A02 \*AJ0XML52\* 387  
COMPANIES HOUSE 30/04/96

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



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

10

Please complete in typescript,  
or in bold black capitals.

**First directors and secretary and intended situation of  
registered office**

Notes on completion appear on final page

**Company Name in full**



\*F010001H\*

MARPLACE (NUMBER 374) LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

BROOK HOUSE

70 SPRING GARDENS

Post town

MANCHESTER

County / Region

Postcode

M2 2BQ

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.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

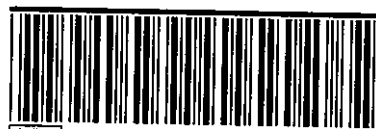
Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

CHAFFE STREET, SOLICITORS, BROOK HOUSE,

70 SPRING GARDENS, MANCHESTER, M2 2BQ

Tel 0161 236 5800

DX number 14431 DX exchange MANCHESTER



A02 \*AJ0XNL53\* 388  
COMPANIES HOUSE 30/04/96

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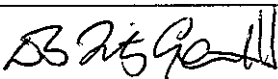
**or**  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland DX 235 Edinburgh

## Company Secretary (see notes 1-5)

Company name			
<b>NAME</b>	*Style / Title	*Honours etc	
Forename(s)		CHRISTOPHER MARKE	
Surname		BRANDWOOD	
Previous forename(s)			
Previous surname(s)			
<b>Address</b>		OAK HOUSE	
<b>Usual residential address</b> For a corporation, give the registered or principal office address.		OAK ROAD, MOTTRAM ST ANDREW	
Post town		MACCLESFIELD	
County / Region		CHESHIRE	Postcode SK10 4RA
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
<b>Consent signature</b>			<b>Date</b> 29-4-96

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	*Style / Title	*Honours etc	
Forename(s)		DAVID SEAN	
Surname		FITZGERALD	
Previous forename(s)			
Previous surname(s)			
<b>Address</b>		1 GREENMOUNT GARDENS	
<b>Usual residential address</b> For a corporation, give the registered or principal office address.		GREENMOUNT	
Post town		BURY	
County / Region		GREATER MANCHESTER	Postcode BL8 4HN
Country		ENGLAND	
Date of birth		Day 22	Month 01
		Year 60	<b>Nationality</b> BRITISH
<b>Business occupation</b>		SOLICITOR	
<b>Other directorships</b>			
I consent to act as director of the company named on page 1			
<b>Consent signature</b>			<b>Date</b> 29-4-96

# Directors (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>		
	<b>Surname</b>	<input type="text"/>		
	<b>Previous forename(s)</b>	<input type="text"/>		
	<b>Previous surname(s)</b>	<input type="text"/>		
<b>Address</b>	<input type="text"/>			
<b>Usual residential address</b>	<input type="text"/>			
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
	<b>Country</b>	<input type="text"/>		
	<b>Day</b>	<b>Month</b>	<b>Year</b>	
<b>Date of birth</b>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>Nationality</b> <input type="text"/>
<b>Business occupation</b>	<input type="text"/>			
<b>Other directorships</b>	<input type="text"/>			
	<input type="text"/>			
I consent to act as director of the company named on page 1				
<b>Consent signature</b>	<input type="text"/>		<b>Date</b>	<input type="text"/>

<b>This section must be signed by</b>				
<b>Either</b>				
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Or the subscribers</b>	<b>Signed</b>	<input type="text" value="B. J. G. H. L."/>	<b>Date</b>	<input type="text" value="29-4-96"/>
<b>( i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

## 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.

100/1

3195261

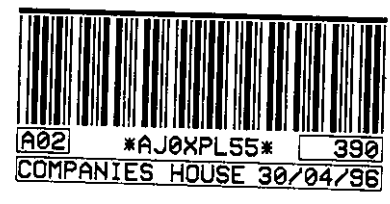


THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

MARPLACE (NUMBER 374) LIMITED



1. The Company's name is MARPLACE (NUMBER 374) LIMITED.
2. The Company's registered office is to be situate in England.
3. The Company's objects are:-
  - (A) To carry on business as a general commercial company.
  - (B) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
  - (C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
  - (D) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
  - (E) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or

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the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop and grant licences in respect of, or otherwise turn to account any rights and information so acquired.

- (F) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.
- (G) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company or any person or firm and to conduct and carry on, or liquidate and wind-up, any such business.
- (H) To pay for any property or rights acquired by the Company, either in cash or 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 the Company may determine.
- (I) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, deal with or dispose of any consideration so received.
- (J) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.



- (K) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (L) To guarantee, support or secure and to stand or give guarantees or indemnities for the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, or by both such methods; and in particular, but without limiting the generality of the foregoing, to guarantee, support or secure and to stand surety or give guarantees or indemnities for whether by personal covenant or by any mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (N) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive

money on deposit or loan from any person, firm or company.

- (O) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.
- (P) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Q) To enter into partnership or into any arrangement for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (R) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (S) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.
- (T) To undertake and execute any trusts the undertaking whereof may

seem desirable, and either gratuitously or otherwise.

- (U) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.
- (V) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (W) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.
- (X) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.
- (Y) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (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 said Act) for any such purpose as is defined in Section 151(1) and/or Section 151(2) of the said Act.
- (Z) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (AA) To procure the Company to be registered in any country or place outside Great Britain.
- (BB) To do all or any of the above things in any part of the world

either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(CC) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

(DD) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this Clause 3 shall be deemed to include any partnership or other body of persons whether or not incorporated and whether domiciled in the United Kingdom or elsewhere and, if incorporated, whether or not a company within the meaning of the Companies Act 1985 and that the objects specified in each of the sub-clauses of this clause shall be given the widest interpretation and shall be regarded as independent objects and accordingly shall not in any way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the object or objects set forth in, or the terms of, any other sub-clauses or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such

restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 of the Companies Act 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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 number of shares shown opposite my name.

---

NAME AND ADDRESS OF SUBSCRIBER

NUMBER OF SHARES TAKEN BY SUBSCRIBER

---

DAVID SEAN FITZGERALD

1

Brook House

70 Spring Gardens

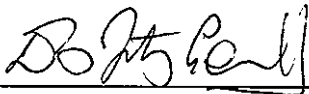
Manchester

M2 2BQ

Solicitor

Total Shares Taken

1  
=



---

DATED the 29<sup>th</sup> day of

April

1996

Witness to the above signatures:-



JOHN RICHARD HEPWORTH

Brook House

70 Spring Gardens

Manchester

M2 2BQ

Solicitor

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

MARPLACE (NUMBER 374) LIMITED

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PRELIMINARY

- 1.01 The regulations 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 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.
- 1.02 In these Articles the expression "the Act" means the Companies Act 1985 (as amended by the Companies Act 1989), but 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.

INTERPRETATION

2. References in Table A and in these Articles to "these Regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles.

SHARE CAPITAL

- 3.01 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 Article 3.04) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 3.02 All shares which are not comprised in the authorised share capital with

which the Company is incorporated and which are proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company 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 a 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 of 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 on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 3.02 shall have effect subject to Section 80 of the Act.

- 3.03 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 3.04 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 do 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.

#### **LIEN**

4. The lien conferred by Regulation 8 of Table A shall attach also to fully paid 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 holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

#### **TRANSFER OF SHARES**

5. 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. Regulation 24 of Table A shall not apply.

#### **MEMBERS' RESOLUTIONS**

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative. Regulation 53 of Table A shall not apply.

## MEETINGS

7.01 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a 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 clear 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 a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the Meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.

Subject to the provisions of these Articles and any restrictions imposed upon any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors. Regulation 38 of Table A shall not apply.

7.02 All business shall be deemed special that is transacted at any 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.

7.03 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.

7.04 If a quorum is not present within half an hour from the time appointed for a General Meeting the Meeting shall stand adjourned to the same day

in 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 therefor such adjourned General Meeting shall be dissolved. Regulation 41 of Table A shall not apply.

7.05 Regulation 44 of Table A shall not apply.

7.06 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and Regulation 46 of Table A shall be modified accordingly.

7.07 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting, and not in that case unless it shall, in the opinion of the chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 of Table A shall not apply.

#### **PROXIES**

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 60 and 61 of Table A shall not apply.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

9. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

## **DIRECTORS**

- 10.01 Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be subject to any maximum and need not exceed one. If and so long as there is a sole Director, he may exercise all the powers, authorities and discretions vested in the Directors by these Articles or Table A. Regulation 64 of Table A shall not apply.
- 10.02 The Directors shall be entitled to such remuneration as the Company may from time to time in General Meeting determine and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally. Such remuneration shall be deemed to accrue from day to day. Regulation 82 of Table A shall not apply.

## **BORROWING POWERS**

11. The Directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

## **ALTERNATE DIRECTORS**

- 12.01 Regulations 65 to 69 (inclusive) of Table A shall not apply.
- 12.02 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.
- 12.03 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting

at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director.

- 12.04 An alternate Director shall be deemed for all purposes to be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor.
- 12.05 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.
- 12.06 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.
- 12.07 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.
- 12.08 A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings 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.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 13.01 The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 13.02 The Directors shall not be required to retire by rotation and accordingly Regulations 73, 74, 75, 76, 77, 78, 80 and the last two sentences of Regulation 79 of Table A shall not apply.
- 13.03 The office of any Director shall be vacated if the Director:-

- (a) ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- (b) becomes bankrupt; or
- (c) becomes a patient within the meaning of the Mental Health Act 1983; or
- (d) resigns his office by written notice to the Company; or
- (e) has for more than six consecutive months been absent from the meetings of the Directors held during that period without permission of the Directors, whether or not an alternate has attended in his place and the Directors resolve that his office be vacated.

Regulation 81 of Table A shall not apply.

#### PROCEEDINGS OF DIRECTORS

- 14.01 A Director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure, a Director shall be entitled to vote at any meeting of the Directors, or of any committee of the Directors, on any resolutions or in respect of any contract or arrangement or proposed contract or arrangement notwithstanding that it in any way relates to or concerns a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall so vote his vote shall be counted and (whether or not he shall so vote) he shall be counted in reckoning whether a quorum is present. Regulations 94 to 97 (inclusive) of Table A shall not apply.
- 14.02 Subject to the provisions of Article 10.01, the quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present. Regulation 89 of

Table A shall not apply. .

- 14.03 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 93 of Table A shall not apply.

#### NOTICE

- 15.01 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that 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 notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notice given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company. Regulation 112 of Table A shall not apply.
- 15.02 Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting an envelope containing the notice and to have been effected at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply.

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NAME AND ADDRESS OF SUBSCRIBER

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DAVID SEAN FITZGERALD

Brook House

70 Spring Gardens

Manchester

M2 2BQ

Solicitor



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DATED the 29<sup>th</sup> day of April 1996

Witness to the above signatures:-



JOHN RICHARD HEPWORTH

Brook House

70 Spring Gardens

Manchester

M2 2BQ

Solicitor