

FILE COPY



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

Company No. 3196642

The Registrar of Companies for England and Wales hereby certifies that
READCO 135 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 9th May 1996



N03196642I


MRS. L. PARRY

For the Registrar of Companies



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

HC007B



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

READCO 135 LIMITED



F012001J

I,

ROBERT HENRY CROSSLEY

of

6 GRANGE COURT, HEADINGLEY, LEEDS, LS6

† 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

Robert Henry Crossley

Declared at

2 Park Lane, Leeds, LS3 1ES

the

1st

day of

May

One thousand nine hundred and ninety

Five

• Please print name.

before me •

RICHARD EVANS

Signed

Richard Evans

Date

1 May 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.

READ HIND STEWART SOLICITORS

TRAFALGAR HOUSE, 29 PARK PLACE

LEEDS

Tel

01132 468 123

DX number

DX exchange

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



OYEZ

Please complete in
typescript, or in
bold black capitals.

Notes on completion appear on final page.



F0100C10

Proposed Registered Office
(PO Box numbers only, are not acceptable)

**Company
Name in full**

READCO 135 LIMITED

TRAFALGAR HOUSE, 29 PARK PLACE

Post town

LEEDS

County/Region

WEST YORKSHIRE

Postcode

LS1 2SP

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

READ HIND STEWART SOLICITORS

Address

TRAFALGAR HOUSE, 29 PARK PLACE

Post town

LEEDS

County/Region

WEST YORKSHIRE

Postcode

LS1 2SP

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.

READ HIND STEWART SOLICITORS

TRAFALGAR HOUSE, 29 PARK PLACE, LEEDS.

WEST YORKS

Tel

0113 2468 123 GCJ.RHC

DX number

DX exchange

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

DX 33050 Cardiff

or

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

for companies registered in Scotland

DX 235 Edinburgh

[P.T.O.]

Company Secretary (see notes 1-5)

Company Name

*Voluntary details.

NAME

*Style/Title

MR

*Honours etc.

Forename(s)

GUY COLLINGWOOD

Surname

JACKSON

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

MOORTOWN

County/Region

WEST YORKSHIRE

Postcode

LS16 6PB

Country

ENGLAND

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

Consent signature

Date

23-4-96**Directors** (see notes 1-5)

Please list directors in alphabetical order.

NAME

*Style/Title

MR

*Honours etc.

Forename(s)

GUY COLLINGWOOD

Surname

JACKSON

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

MOORTOWN

County/Region

WEST YORKSHIRE

Postcode

LS16 6PB

Country

ENGLAND

Day Month Year

Date of birth

31**05****57**

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

PLEASE SEE THE LIST ATTACHED TO THIS FORM

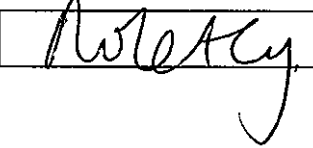
I consent to act as director of the company named on page 1

Consent signature

Date

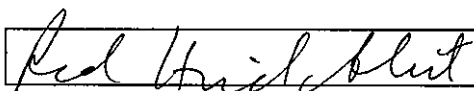
23-4-96

Directors (continued) (see notes 1-5)

NAME	*Style/Title	MR	*Honours etc.	
*Voluntary details.	Forename(s)	ROBERT HENRY		
	Surname	CROSSLEY		
	Previous forename(s)			
	Previous surname(s)			
Address	6 GRANGE COURT			
Usual residential address	HEADINGLEY			
For a corporation, give the registered or principal office address.	Post town	LEEDS		
	County/Region	WEST YORKSHIRE	Postcode	LS6
	Country	ENGLAND		
	Date of birth	Day	Month	Year
		12	11	67
	Nationality	BRITISH		
Business occupation	SOLICITOR			
Other directorships	PLEASE SEE THE LIST ATTACHED TO THIS FORM			
	I consent to act as director of the company named on page 1			
Consent signature			Date	23.4.96

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed**Date****23.4.96**

Or the subscribers
(i.e. those who signed
as members on the
memorandum of
association).

Signed**Date****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. Director's 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.

DIRECTORSHIPS

of:

ROBERT HENRY CROSSLEY

READCO 108 LIMITED (resigned)
READCO 109 LIMITED (resigned)
READCO 110 LIMITED (resigned)
READCO 111 LIMITED (resigned)
READCO 112 LIMITED (resigned)
READCO 113 LIMITED (resigned)
READCO 114 LIMITED (resigned)
READCO 116 LIMITED (resigned)
READCO 117 LIMITED (resigned)
READCO 118 LIMITED (resigned)
READCO 119 LIMITED (resigned)
READCO 120 LIMITED (struck off)
READCO 121 LIMITED (resigned)
READCO 122 LIMITED (resigned)
READCO 123 LIMITED (resigned)
READCO 124 LIMITED (resigned)
READCO 125 LIMITED (resigned)
READCO 126 LIMITED (resigned)
READCO 127 LIMITED (resigned)
READCO 128 LIMITED (resigned)
READCO 129 LIMITED
READCO 130 LIMITED
READCO 131 LIMITED
READCO 132 LIMITED
READCO 133 LIMITED

DIRECTORSHIPS

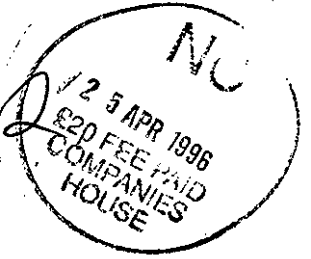
of:

GUY COLLINGWOOD JACKSON

RHSCO 2 Limited (resigned)
RHSCO 3 Limited (resigned)
RHSCO 4 Limited (resigned)
RHSCO 5 Limited (resigned)
RHSCO 6 Limited (resigned)
Traf Shelf Nominees Limited
RHSCO 222 LIMITED (resigned)
RHSCO 223 LIMITED (resigned)
RHSCO 224 LIMITED (resigned)
READCO 101 LIMITED (resigned)
READCO 102 LIMITED (resigned)
READCO 103 LIMITED (resigned)
READCO 104 LIMITED (resigned)
READCO 105 LIMITED (resigned)
READCO 106 LIMITED (resigned)
READCO 107 LIMITED (resigned)
READCO 108 LIMITED (resigned)
READCO 109 LIMITED (resigned)
READCO 110 LIMITED (resigned)
READCO 111 LIMITED (resigned)
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READCO 118 LIMITED (resigned)
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READCO 120 LIMITED (struck off)
READCO 121 LIMITED (resigned)
READCO 122 LIMITED (resigned)
READCO 123 LIMITED (resigned)
READCO 124 LIMITED (resigned)
READCO 125 LIMITED (resigned)
READCO 126 LIMITED (resigned)
READCO 127 LIMITED (resigned)
READCO 128 LIMITED (resigned)
READCO 129 LIMITED
READCO 130 LIMITED
READCO 130 LIMITED
READCO 130 LIMITED
READCO 130 LIMITED

Company Number:

3196642



THE COMPANIES ACT 1985
THE COMPANIES ACT 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PRIVATE COMPANY LIMITED BY SHARES
READCO 135 LIMITED



1. The Company's name is READCO 135 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 whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company
 - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (e) 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 undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual

741933

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 to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (f) 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.
- (g) 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.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and 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).
- (i) 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.
- (j) 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.
- (k) To apply for, promote, and obtain any Act of Parliament order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) 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.

- (m) 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.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) 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.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and

superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contracts or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the company's objects or 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.

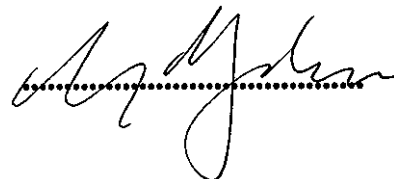
- (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" 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 Member is limited.
5. The Company's share capital is £1,000 divided into 1000 ordinary shares of £1.00 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 number of shares shown opposite my name.

Name and address of Subscriber

**Number of Shares
taken by the Subscriber**

1. **Guy Collingwood Jackson**
 Trafalgar House
 29 Park Place
 LEEDS
 LS1 2SP



ONE

==
ONE
==

Dated the 23rd day of April 1996

Witness to the above signature:-

Witness :- **Sherrell J. Ineson**

Witness Signature 

Address:- **Trafalgar House**
 29 Park Place
 LEEDS
 West Yorkshire
 LS1 2SP

Occupation:- **Secretary**

Company No:

THE COMPANIES ACT 1985
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
READCO 135 LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A-F) Regulations 1985 (which regulations are hereinafter called Table A) shall apply to the Company but, in case of any variation or inconsistency between these regulations and Table A, these Articles shall prevail.

INTERPRETATION

2. In regulation 1 of Table A the words "and in any articles adopting the same" shall be inserted between the words "regulations" and "the Act" and the words "or in any articles adopting the same" shall be inserted between the words "regulations" and "bear".

SHARES

3. The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1.00 each.
4. (1) In accordance with section 80 of the Act and subject as hereinafter provided, the directors are hereby authorised during the period of five years from the date of the adoption of these Articles generally to exercise the power of the Company to allot relevant securities and to make offers and agreements which would or might require relevant securities (whether before or after expiry of such authority) to be

allotted, but so that the authority hereby given shall be limited to allotment of relevant securities to an aggregate maximum amount equal to the authorised share capital of the Company at the date of adoption of these Articles.

- (2) In exercising such authority, and in relation to any allotment to which the said section 80 does not apply, the directors may allot relevant securities, subject to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as the directors think proper.
 - (3) In this Article "relevant securities" has the meaning ascribed to it in sub-section 80(2) of the Act and any reference to allotment of relevant securities shall include not only such allotment as is referred to in the said sub-section but also allotment of shares pursuant to such right as is mentioned in the said sub-section.
5.
 - (1) By virtue of Section 91 of the Act sections 89(1) and 90(1) to (6) of the Act shall be excluded from applying to the Company. All shares (whether in the original or any increased share capital) remaining unissued after the date of adoption of these Articles and all new shares thereafter created shall unless it is otherwise resolved by Special Resolution, before issue, be offered to the members. Every such offer shall refer to this Article, shall give details of the shares which the Company desires to issue and the proposed terms of issue thereof and shall invite each such member to apply in writing within such period as shall be specified by the directors (being a period expiring not less than twenty-one days from the date of despatch of the offer) for such maximum number of the shares then to be issued as he wishes to take.
 - (2) At the expiration of the said period the shares so offered (or so many of them as the members have applied for) shall be allotted on the terms specified in the offer (and no others) to or amongst the members who have applied for them and, if more than one member shall have so applied, the shares shall be divided between them pro rata (so far as possible) according to the number of shares in respect of which they are registered or entitled to be registered but in no circumstances shall any member be obliged to take more than the maximum number of shares for which he has applied.
 - (3) During the six months following the expiry of the said period specified by the directors under paragraph (1) of this regulation the directors may (subject to their having authority for the time being in accordance with Section 80 of the Act and to the terms of that authority) in such manner as they think proper dispose of any shares not allotted to members pursuant to the above provisions of this regulation but no disposal of

such shares shall be on terms less onerous or more favourable in any respect than those specified in the most recent offer to the members. If the directors are unable during the said six months' period so to dispose of any such shares then those shares shall remain for the time being unissued and subject in all respects to the provisions of these Articles.

- (4) For the purposes of this Articles, where any person is unconditionally entitled to be registered as the holder of a share, he, and not the person actually registered as the holder thereof, shall be deemed to be a member of the Company in relation to that share.

LIEN

6. The Company shall also have a first and paramount lien on all shares (whether or not fully paid) standing registered in the name of any person, 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; and regulation 8 of Table A shall be modified accordingly.

TRANSFERS

7. Regulation 23 of Table A shall be read subject to the provisions of Article 8 hereof and in regulation 24 of Table A the words from "refuse to register the" to "may also" inclusive shall be deleted.
8.
 - (1) For the purposes of this regulation (but without prejudice to paragraph (2) below), where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a member of the Company in respect of that share.
 - (2) Except as hereinafter provided no share in the Company nor any beneficial interest in any such share shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted and any purported dealing with or disposition of any such share or interest shall be deemed to constitute a desire on the part of the holder to transfer the relevant share.
 - (3) Every member who desires to transfer any share or shares (hereinafter called "the Vendor") shall give to the Company notice in writing of such desire (hereinafter called a "transfer notice"). Subject as hereinafter mentioned, a transfer notice shall constitute the Company the Vendor's agent for the sale of the share or shares specified herein (hereinafter called "the said shares") in one or more lots at the discretion of the directors to the members other than the Vendor at a price to be agreed upon by the Vendor and the directors or in case of difference, at the

price which the auditor of the Company for the time being shall, by writing under his hand, certify to be in his opinion the fair value thereof as between a willing seller and a willing buyer and in giving his certificate for this purpose the auditor shall be deemed to be acting as an expert and not as an arbitrator. A transfer notice may contain a provision that unless all the shares comprised therein are sold by the Company pursuant to this Article, none shall be so sold and any such provision shall be binding on the Company.

- (4) If the auditor is asked to certify the fair price as aforesaid, the Company shall, as soon as it receives the auditor's certificate, furnish a certified copy thereof to the Vendor and the Vendor shall be entitled, by notice in writing given to the Company within ten days of the service upon him of the said certified copy, to cancel the Company's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.
- (5) Upon the price being fixed as aforesaid and provided the Vendor shall not give notice of cancellation as aforesaid the Company shall forthwith by notice in writing inform each member other than the Vendor of the number and the price of the said shares and invite each such member to apply in writing to the Company within twenty-one days of the date of dispatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (6) If the said members shall within the said period of twenty-one days apply for all or (except where the transfer notice provides otherwise) any of the said shares, the directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in case of competition pro rata (as nearly as possible) according to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid, and the Company shall forthwith give notice of such allocations (hereinafter called an "allocation notice") to the Vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.
- (7) The Vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein at the time and place therein specified; and if he shall fail to do so the chairman of the Company or some other person appointed by the directors shall be

deemed to have been appointed attorney of the Vendor with full power to execute, complete and deliver, in the same and on behalf of the Vendor, transfers of the shares to the purchasers thereof against payment of the price to the Company. On payment of the price to the Company the purchaser shall be deemed to have obtained a good receipt for such payment and on execution and delivery of the transfer the purchaser shall (subject to the transfer being duly stamped) be entitled to insist upon his name being entered in the register of members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Vendor.

- (8) During the six months following the expiry of the said period of twenty-one days referred to in paragraph (5) of this regulation the Vendor shall be at liberty to transfer to any persons and at any price (not being less than the price fixed under paragraph (3) of this regulation) any share not allocated by the directors in an allocation notice provided that, if the Vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this regulation none should be so sold, the Vendor shall not be entitled, save with the written consent of all the other members of the Company, to sell hereunder only some of the shares comprised in his transfer notice.
- (9) Whenever any member who is a director of or employed by the Company in any capacity ceases for any reason (whether by virtue of death, vacation of office, expiry of his contract of employment, expiry of notice given by either party, dismissal or (without limitation by reference to the foregoing) otherwise howsoever) to be a director of or employed by the Company, he shall be deemed for the purposes of this regulation to desire to transfer all the shares then registered in his name or of which he is unconditionally entitled to be registered as the holder and, upon the directors so resolving at any time thereafter, transfer notice under paragraph (3) of this regulation shall be deemed to have been given in respect of all such shares, containing no such provision as is referred to in the last sentence thereof and no notice of cancellation under paragraph (4) of this regulation shall be given in relation thereto.
- (10) Notwithstanding the foregoing provisions of this regulation, the directors may decline to register:
 - (a) any transfer of any share on which the company has a lien; and
 - (b) any transfer of a share (not being a fully paid share) to a person of whom they do not approve

PROCEEDINGS AT GENERAL MEETINGS

9. 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 fixing of the remuneration of the directors and the appointment of, and the fixing of the remuneration of, the auditors.
10. In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".
11. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) thereof shall not apply.

DIRECTORS

12. Any director who, being so requested by the directors, performs special or extraordinary services on behalf of the Company, or who travels to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the directors may determine.
13. The directors may exercise all the powers of the Company to borrow money, to give guarantees of the obligations of any third party (whether secured or not) 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 and whether or not the Company derives any benefit therefrom.
14. Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director in regard to any contract or arrangement in which he is interest or upon any matter arising thereout and if he shall so vote, his vote shall be counted. He may be reckoned in estimating a quorum when any such contract or arrangement is under consideration and regulation 85 of Table A shall be extended accordingly.

15. Regulations 73 to 77 inclusive, the second and third sentences of regulation 79, regulation 80, the last sentence of regulation 84 and regulations 94 to 97 inclusive of Table A shall not apply. In regulation 78 of Table A, the words "Subject as aforesaid" and the words "any may also.... are to retire" shall be deleted.
16. Regulation 87 of Table A shall not apply. The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, notwithstanding that he may be or may have been a director of the Company and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.
17. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one.
18. If, at any time the director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are by their Articles conferred on the Board of Directors.

SEAL

19. The Company may execute documents with or without the use of the seal. A document signed by a director and the secretary of the Company, or by two directors of the Company and expressed (in whatever form of words) to be created by the Company shall have the same effect as if executed under the Common Seal of the Company. Regulation 101 of Table A shall be amended accordingly.

INFORMATION

20. It shall be the duty of any member of the Company upon request by the directors to furnish all information in his possession or power (supported if required by the directors by a statutory declaration) relating to or which in the opinion of the directors might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof. If a

member shall fail to comply with any request by the directors hereunder to the satisfaction of the directors within a period of three months from the date of any such request, no dividends declared upon any shares in the Company held by him shall be paid to such member until he shall have so complied, but all such dividends shall in the meantime be retained by the Company without any liability to pay interest thereon.

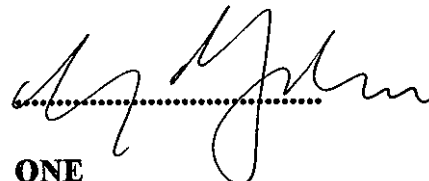
TELEPHONIC MEETINGS OF DIRECTORS

21. Unless otherwise restricted by these Articles members of the Board of directors or of any committee thereof may participate in a meeting of the Board of directors or of any committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Name and address of Subscriber

**Number of Shares
taken by the Subscriber**

1. **Guy Collingwood Jackson**
 Trafalgar House
 29 Park Place
 LEEDS
 LS1 2SP


ONE

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ONE

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Dated the 23rd day of April 1996

Witness to the above signature:-

Witness :-

Sherrell J Ineson

Witness Signature 

Address:-

Trafalgar House
29 Park Place
LEEDS
West Yorkshire
LS1 2SP

Occupation:-

Secretary