

13 - 05 - 96

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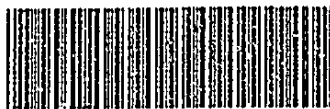
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 3198298

The Registrar of Companies for England and Wales hereby certifies that
WOLLENT 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 14th May 1996



N03198298R

A.F. FENNEL

For the Registrar of Companies



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

HC007B

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12

Package: 'Laserform'
by Laserform International Ltd.

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



* F 0 1 2 0 F 1 0 *

† Please delete as appropriate.

I, ESTHER COUSENS
of 16d DALMENY ROAD, LONDON N7 0HH

do solemnly and sincerely declare that I am a ~~(solely 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

Declared at 55 GOWER STREET, LONDON WC1E 6HQ

the SECOND

day of MAY

One thousand nine hundred and ninety

NINETY SIX

● Please print name.

before me ● NEIL HAYTER

Signed

Neil Hayter

Date 02/05/96

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.

KAIN KNIGHT COMPANY SERVICES LIMITED

55 GOWER STREET

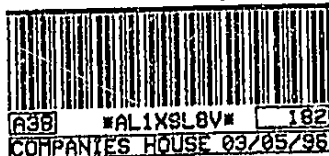
LONDON

WC1E 6HQ

Tel 0171 323 6807

DX number LDE 327

DX exchange CHANCERY



Laserform International 9/95

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

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Package: 'Laserform'
by Laserform International Ltd.

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Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

WOLLENT LIMITED



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THIRD FLOOR

55 GOWER STREET

Post town

LONDON

County / Region

Postcode

WC1E 6HQ

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

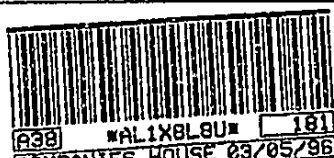
Please give the name, address,
telephone number and, if available,
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

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Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)		MARCEL	
Surname		ULRICH	
Previous forename(s)			
Previous surname(s)			
Address		15 SHEPHERDS COURT	
Usual residential address		SHEEPCOTE ROAD	
For a corporation, give the registered or principal office address.			
Post town		HARROW	
County / Region		MIDDX	Postcode HA1 2JS
Country		ENGLAND	

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

Consent signature



Date 02/05/96

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)		ESTHER	
Surname		COUSENS	
Previous forename(s)			
Previous surname(s)			
Address		16D DALMENY ROAD	
Usual residential address			
For a corporation, give the registered or principal office address.			
Post town		LONDON	
County / Region			Postcode N7 0HH
Country		ENGLAND	

Day Month Year

Date of birth

07 04 55

Nationality BRITISH

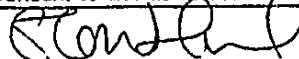
Business occupation

ADMINISTRATOR

Other directorships

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

Consent signature



Date 02/05/96

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*Directors (continued)

(see notes 1-5)

NAME	*Style / Title		*Honours etc	
	Forename(s)			
* Voluntary details	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		

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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RED
M/A



THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

3198298

MEMORANDUM OF ASSOCIATION

OF

WOLLENT LIMITED

1. The Company's name is "Wollett Limited".
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are as follows:-
 - a) to carry on any trade or business whatsoever as a general commercial company, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters, builders and decorators merchants;

325108



double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communication, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; driving school instructors; courier service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars, motor cycles, bicycles and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainment and sporting events; turf and sporting accountants in all its branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers; florists, horticulturist; landscape gardeners and designers; funeral directors; bakers, confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastic of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentleman's outfitters; boot and shoe retailers; perfumery and cosmetic dealers, hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; opticians; printers, publishers, writers, authors and journalists; stationers; draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advisors; accountancy services; secretarial services; insurance consultants and services; mail order special; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavations and demolition contractors; plant hirers;

scrap iron and waste merchants; and to licence, conduct, operate, register, and protect any franchise; to carry on all or any of the said businesses and provide services in connection therewith, either together as one business or as separate and distinct businesses in any part of the world.

- b) to carry on any other business which, in the opinion of the company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the company's property.
- c) to purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the company.
- d) to apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the company.
- e) to build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the company. —
- f) to invest and deal with the monies of the company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- g) to amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the company or any part thereof.
- h) to subscribe for, take, purchase or otherwise acquire either for cash, shares or

debentures in this company or any other consideration any other company or business which, in the opinion of the company, may be carried on so as directly or indirectly to benefit the company.

- i) to sell or otherwise dispose of the whole or any part of the business or property of the company for any consideration, shares, or debentures as the company may think fit.
- j) to lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.
- k) to borrow or raise money in such manner as the company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- l) to pay or remunerate any person, firm or company for rendering services to the company in the promotion of the company or the placing and issue of shares, debentures, debenture stock or other securities of the company.
- m) to support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- n) to draw, make accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments,.
- o) to assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

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- p) to promote by way of advertising the company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the company.
- q) to distribute in specie any of the shares, debentures or securities of the company between the members of the company in accordance with their rights.
- r) to do all such things as are incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the company.

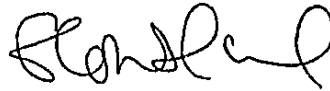
- 4. The liability of the members is limited.
- 5. The company's share capital is £1000 divided into 1000 Ordinary Shares of £1 each.

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We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
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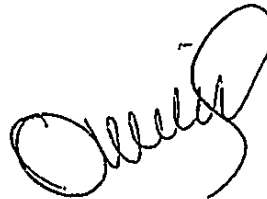
1. Esther Cousens
16d Dalmeny Road
London N7 0HH



ONE

Administrator

2. Marcel Ulrich
15 Shepherds Court
Sheepcote Road
Harrow
Middlesex HA1 2JS



ONE

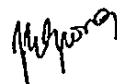
Administrator

Total shares taken

TWO

Dated the 2nd day of May 1996

Witness to the above signatures,



Jeanne Spong

Secretary

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WOLLENT LIMITED

1. Preliminary

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') shall apply to the company except in so far as they are excluded or varied by these articles.
- 1.2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined.

2. Share capital

- 2.1 The original share capital of the company is £1000 divided into 1000 Ordinary Shares of £1 each.
- 2.2 In regulation 2 of Table A there shall be substituted for the words following 'issued with' the words 'or have attached to it such rights or restrictions as the company may by special resolution determine'.

3. Lien and forfeiture

- 3.1 The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the company. The registration of a transfer of a share shall operate as a waiver of any lien of the company on that share.
- 3.2 In regulation 8 of Table A there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other monies or property attributable to it'; and the same words shall be substituted in regulation 19 for the words 'all dividends or other monies payable in respect of the forfeited shares'.

4. Alteration of share capital

- 4.1 In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'.
- 4.2 In regulation 33 of Table A the parenthesis '(including, subject to the provisions of the Act, the company)' shall be omitted.

5. Votes of members

- 5.1 In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'.
- 5.2 In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in' the words 'any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'.

6. Appointment of Directors

- 6.1 Clause 64 in Table A shall not apply to the company.
- 6.2 The maximum number and minimum number respectively of the directors may be determined from time to time by Ordinary Resolution in General Meeting of the company. Subject to and in default of any such determination, there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and clause 89 in Table A shall be modified accordingly.
- 6.3 The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the company.
- 6.4 No person shall be appointed as director at any General Meeting unless either:-
 - (i) he is recommended by the directors, or
 - (ii) not less than fourteen days or more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a member qualified to vote at the General Meeting has been given to the company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 6.5 Subject to paragraph 6.4 above, the company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 6.6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph 6.2 above as the maximum number of directors and for the time being in force.

7. Disqualification of directors

In regulation 81 of Table A there shall be inserted in paragraph (d) after the words 'to the company' the words 'left at the office'.

8. Dividends

In regulation 104 of Table A there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent'.

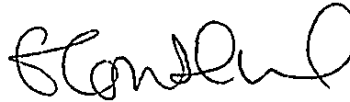
9. Notices

In regulation 115 of Table A the words 'unless the contrary is proved' shall be omitted.

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Names, Addresses and Descriptions
of Subscribers

Esther Cousens
16d Dalmeny Road
London N7 0HH



Administrator

Marcel Ulrich
15 Shepherds Court
Sheepcote Road
Harrow HA1 2JS



Administrator

Dated the 2nd day of May 1996.

Witness to the above signatures,

Jeanne Spong

Secretary

