

FILE COPY



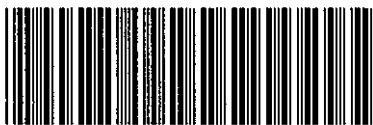
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3200051

The Registrar of Companies for England and Wales hereby certifies that
KEELEX 213 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 17th May 1996



N03200051Y


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

KEELEX 213 LIMITED



F012001J

I, Michael John Embleton

of 28 Dam Street, Lichfield, Staffordshire, WS13 6AA

† 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

[Signature]

Declared at

Lichfield in the County of Staffordshire

the

6th

day of

May

One thousand nine hundred and ninety

9

① Please print name.

before me ①

JAMES EDMUND CANN

Signed

[Signature]

Date

8th 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.

Keely Smith Primmer Parkes

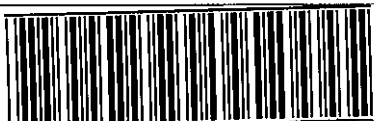
28 Dam Street, Lichfield, Staffordshire

WS13 6AA

Tel (01543) 414222

DX number 19005

DX exchange Lichfield



A32 *ANOPRLF1* 532
COMPANIES HOUSE 10/05/96

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

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

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

Company Name in full



F010001H

KEELEX 213 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

28 Dam Street

Post town

Lichfield

County / Region

Staffordshire

Postcode

WS13 6AA

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

Keely Smith Primmer Parkes

Address

28 Dam Street

Post town

Lichfield

County / Region

Staffordshire

Postcode

WS13 6AA

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.

Keely Smith Primmer Parkes

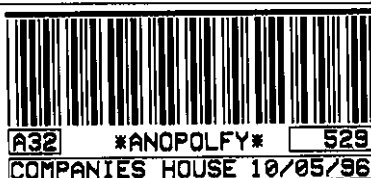
28 Dam Street, Lichfield, Staffordshire,

WS13 6AA

Tel (01543) 414222

DX number 19005

DX exchange Lichfield



A32 *ANQPOLFY* 529
COMPANIES HOUSE 10/05/96

Form revised March 1995

When you have completed and signed the form please send it to the
Registrar of Companies at:

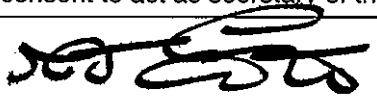
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	KEELEX 213 LIMITED		
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)	KEELEX CORPORATE SERVICES LIMITED	
	Surname	Company Number: 2640586	
	Previous forename(s)		
	Previous surname(s)		
Address	28 Dam Street,		
Usual residential address			
For a corporation, give the registered or principal office address.	Post town	Lichfield	
	County / Region	Staffordshire	Postcode WSL3 6AA
	Country	England	
	I consent to act as secretary of the company named on page 1		
Consent signature			Date 8. 5. 96

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Forename(s)	KEELEX FORMATIONS LIMITED	
	Surname	Company Number: 2640593	
	Previous forename(s)		
	Previous surname(s)		
Address	28 Dam Street		
Usual residential address			
For a corporation, give the registered or principal office address.	Post town	Lichfield	
	County / Region	Staffordshire	Postcode WSL3 6AA
	Country	England	
	Day	Month	Year
Date of birth		Nationality	
Business occupation			
Other directorships	"Keelex" Companies		
	I consent to act as director of the company named on page 1		
Consent signature			Date 8. 5. 96
	Director of Keelex Formations Limited		

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County / Region		Postcode	
	Country			
	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

Kelly Smith Pinner Park

Date

8.5.20

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

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:

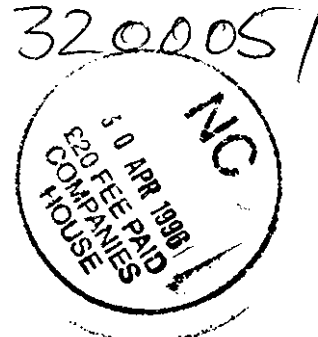
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
 - dormant,
 - a parent company which wholly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

No.

THE COMPANIES ACTS 1985 AND 1989

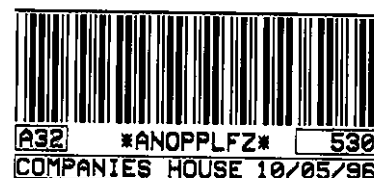


PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

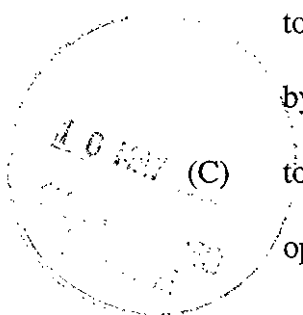
of

KEELEX 213 LIMITED



COMPANIES HOUSE 30/04/96

1. The name of the Company is Keelex 213 Limited.
2. The Registered Office of the Company will be situate in England and Wales.
3. The Company's objects are:-
 - (A) to carry on business as a general commercial company and accordingly to carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it;
 - (B) to carry on any other activity or to do anything which seems to be capable of being or can in the opinion of the directors conveniently or advantageously be carried on or done with or in connection or combined with or as ancillary or complementary to any business or activity of the Company or which may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's businesses, property or rights and to continue to carry on any activity which at the time when it commenced was authorised by this or the last preceding sub-clause;
 - (C) to purchase, take on lease or in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect,



- prolong, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, concessions, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;
- (D) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, work, mortgage, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company may think fit;
- (E) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's businesses activities and assets and the sale, provision or exploitation of its products, goods, services or experience and to raise or borrow money (whether or not immediately required), obtain credit or sources of finance of any kind, receive money on deposit, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;
- (F) to lend money or give credit with or without security to and (whether for consideration or otherwise) to undertake, or guarantee the obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any supplier or customer of the Company, any company which is the Company's holding company or a subsidiary of the Company's holding company or any subsidiary of the Company, or any company, firm or business in which the Company may be in any way interested and to enter into any

form of security for any such guarantee or obligation;

- (G) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, orders for payment, commercial paper and other negotiable or mercantile instruments and to procure and pay the costs, charges and expenses of the doing of any such things by any other person;
- (H) 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, transpose and deal with any investments or securities in any manner;
- (I) to acquire any other company, firm or business or the goodwill or assets of any business whether for cash or by the issue or transfer of shares, debentures, debenture stock or other securities whether of the Company or otherwise or in consideration of the Company undertaking any liabilities or in any other way or in any combination of ways and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or investment;
- (J) to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business), to control, finance and manage, and to provide managerial, secretarial, accounting, legal, insurance, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist any company or companies in which the Company may be interested and to make or enter into any arrangements which may seem desirable in respect of any such company or companies and to enter into any transaction or arrangement calculated to benefit any such company or companies which would have been authorised if calculated to benefit the Company;

- (K) to amalgamate with or to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which may seem capable of being conducted so as directly or indirectly to benefit the Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital on any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;
- (L) to promote any other company which may seem directly or indirectly capable of benefiting the Company or for the purpose of acquiring the whole or any part of the business, property, assets or liabilities of the Company and to place, underwrite, subscribe or enter into any other transaction in relation to shares or securities of any such company;
- (M) to engage such directors, staff, employees, consultants, advisers and agents as may be required for the control or carrying on of the Company's business and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, insurance, benefits, the allotment of shares or other securities of the Company or otherwise as may be deemed expedient and to provide or establish, manage, act as trustee of and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the Company or any company which is the Company's holding company or a subsidiary of the Company's holding company or a subsidiary of the Company or any company, firm or business in which the Company may

be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes;

- (N) to research into, develop or improve any invention, process or field of knowledge capable directly or indirectly of benefiting the Company and to fund any such research, development or improvement by any other person or persons or education and training in any such field of knowledge or education or training in skills or disciplines which may be useful to the Company or any company, firm or business in which the Company is interested;
- (O) to adopt such means as may seem expedient to make known advertise or promote in any manner the public image of the Company or any of its businesses or activities, the sale, production or use of any goods, products or services supplied or dealt in by the Company or by any company, firm or business in which the company is interested, any securities of the Company or any other matter in which the company may be interested;
- (P) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege or concession of or from any authority (international, governmental, local, judicial or otherwise) or of or from any public or private body or person as may seem directly or indirectly to benefit the interests of the Company;
- (Q) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or any trade association or association of employers or employees or (so far as shall seem directly or indirectly to benefit the interests of the Company) any political party or cause;

- (R) to insure for its own benefit or for the benefit of any other person against loss, damage, risks and liabilities of all kinds and (without prejudice to the generality of the foregoing) to purchase and maintain for officers of the Company or of any other company insurance against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty;
- (S) to pay all the costs, charges and expenses of and incidental to the promotion, incorporation and formation of the Company and the underwriting, placing, selling, listing or guaranteeing of any shares or securities of the Company or the raising of money for the Company or any other company in which the Company is or proposes to be interested;
- (T) to distribute any property of the Company among the members in cash, in special or in any other manner;
- (U) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (V) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (W) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, sub-contractors, trustees or otherwise;

(X) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 ("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(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(Y) To do all such other things as are incidental or conducive to the above objects or any of them.

AND it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as separate and independent objects, and accordingly shall not in any way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from any other paragraph, or from the order in which they appear or from 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 of the said paragraphs defined the object of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Company is £100.00 divided into 100 Shares of £1.00 each.

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

Names, addresses and description of Subscribers

Number of shares taken
by each Subscriber



One

Signed by Director duly authorised
on behalf of
Keelex Corporate Services Limited
28 Dam Street
Lichfield
Staffordshire
WS13 6AA

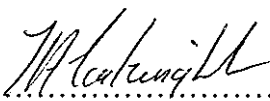


One

Signed by Director duly authorised
on behalf of
Keelex Formations Limited
28 Dam Street
Lichfield
Staffordshire
WS13 6AA

Dated this 24th day of April 1996

Witness to the above signatures:-


.....
Tracey Cartwright
28 Dam Street
Lichfield
Staffordshire
WS13 6AA

No. .

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

KEELEX 213 LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (such table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby that is to say regulations 8 and 24 of Table A shall not apply to the Company and in addition to the remaining regulations of Table A as varied by these Articles the following shall constitute the Articles of Association of the Company ("the Articles") and references throughout these Articles to "the Act" shall mean The Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. (i) The directors are unconditionally authorised for the purposed of Section 80 of

the Act to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment at any time or times during the period of five years from the date of incorporation.

- (ii) Any shares which the directors are not authorised to deal with by virtue of paragraph (i) above may, with the consent of the Company in general meeting, be dealt with by the directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit for a period not exceeding five years from the date of such consent.
- (iii) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to 90(5) of the Act shall be excluded from applying to the Company.

SHARE CERTIFICATES

- 4. Regulation 6 of Table A shall apply subject to the addition of the words "or otherwise executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence thereof.

LIEN

- 5. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member

whether solely or one or two or more joint holders for all monies presently payable by him or his estate to the Company but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

6. 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.

TRANSMISSION OF SHARES

7. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall not, before being registered as the holder of the share, be entitled in respect of it to receive notice of any meeting of the Company or of any separate meeting of the holders of any class of shares in the Company. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

8. Subject to the provisions of section 369 of the Act permitting agreement to shorter notice, an annual general meeting or a general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice, and all other general meetings shall be called by at least 14 clear days' notice. The agreement or any one of the joint holders of a share to shorter notice shall be deemed the agreement of all

of them in respect of that share. 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. In the case of an annual general meeting the notice shall specify the meeting as such. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the auditors, but omission to give notice to the auditors shall not invalidate the proceedings at the meeting. Regulation 38 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

9. Regulation 41 of Table A shall apply subject to the addition of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

10. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation. In the case of joint holders of a share, the joint holder whose name stands first in the register of members in respect of the joint holding may sign on behalf of all the joint holders of that share any resolution in writing which is proposed to take effect as if it were a resolution of the members or of any class of the members (whether under Regulation 53 of Table A, section 381A of the Act or otherwise) and may receive on behalf of all the joint holders of that share any document which is required by Schedule 15A to the Act to be supplied to the joint holders in connection with that resolution.

VOTES OF MEMBERS

11. Regulation 62 of Table A shall apply subject to the addition at the end of paragraph (c) of the word "or" and the following paragraph (d):-

"(d) be delivered at any time before the commencement of the proceedings to any director or to the secretary at the place appointed for the holding of the meeting or adjourned meeting or the taking of the poll;".

NUMBER OF DIRECTORS

12. Unless otherwise determined by ordinary resolution the minimum number of directors shall be one. For so long as the minimum number of directors is one, a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles. A sole director may constitute himself as a meeting and shall constitute a quorum. The quorum for the transaction of the business of the directors shall be the number fixed by or in accordance with Regulation 89 of Table A or, if less, the number of directors for the time being in office; but if the number of directors is less than any minimum number of directors fixed by or in accordance with these Articles, the continuing director or directors may act only for the purpose of appointing directors or of calling a general meeting. Regulations 64 and 89 of Table A shall be modified accordingly and Regulation 90 of Table A shall not apply.

ALTERNATE DIRECTORS

13. At the end of Regulation 66 of Table A there shall be added the following:-

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting. A person nominated to be an alternate director may (if his appointor is not personally present) be counted in the quorum at the meeting and vote upon the resolution to approve his appointment as alternate director."

POWERS OF DIRECTORS

14. The directors may by power or attorney or otherwise appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and upon such conditions as they may think fit and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

15. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said regulation and the addition at the end of the third sentence of the said regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT AND RETIREMENT OF DIRECTORS

16. The directors shall not be liable to retirement by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

17. 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 fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall not be required to retire at the next annual general meeting and Regulation 79 of Table A shall not apply.

18. Section 293 of the Act (age limit for directors) shall not have effect in relation to the Company.

DIRECTORS' APPOINTMENTS AND INTERESTS

19. Regulation 86 of Table A shall apply subject to the deletion of the word "and" after paragraph (a) and the addition of the following paragraphs:-

- "(c) an interest of which the directors are aware shall be deemed to have been disclosed; and
- (d) disclosure to those directors who participate in the decision on a transaction, arrangement or other matter shall be deemed disclosure to the directors".

If a director has complied with Regulations 85 and 86 of Table A (as modified by these Articles) in respect of a transaction or arrangement, he shall not be accountable to the Company for any benefit which he derives from the transaction or arrangement, nor shall it be liable to be avoided, on the ground of his omission to comply with the separate duty to disclose his interest under section 317 of the Act.

PROCEEDINGS OF DIRECTORS

20. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation.

21. Provided that he has disclosed the nature and extent of any material interest of his, a director shall be entitled to vote on any resolution in respect of any transaction or arrangement in which he has an interest and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall not apply.

22. Any director or other person may participate in a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons participating in the meeting in this manner shall be deemed to be present in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chairman of the meeting is.

INDEMNITY

23. Subject to and so far as may be permitted by the Act but without prejudice to any indemnity to which any person concerned may otherwise be entitled the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.

Names and Addresses of Subscribers



Signed by Director duly authorised
on behalf of
Keelex Corporate Services Limited
28 Dam Street
Lichfield
Staffordshire
WS13 6AA



Signed by Director duly authorised
on behalf of
Keelex Formations Limited
28 Dam Street
Lichfield
Staffordshire
WS13 6AA

Dated this **24th** day of **April** 1996

Witness to the above signatures:-



Tracey Cartwright
28 Dam Street
Lichfield
Staffordshire
WS13 6AA