

FILE COPY



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

Company No. 3205506

The Registrar of Companies for England and Wales hereby certifies that
STAFF AGENCY SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 30th May 1996



N032055068

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

For the Registrar of Companies



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

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

STAFF AGENCY SERVICES LIMITED



F012001J

I, **PHILIP CHARLES VIBRANS**
on behalf of **DAVENPORT CREDIT LIMITED**
of **1 Ashfield Road, Davenport, Stockport,
Cheshire SK3 8UD**

† 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 **82 Stockport Rd, Cheadle, Cheshire SK8 2AJ**

the **22nd** day of **May**

One thousand nine hundred and ninety **Six**

• Please print name.

before me • **BRSAVILLE**

Signed

[Signature]

Date

22/5/96

~~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.

| | |
|---|--------------------------|
| Davenport Company Services | |
| 1 Ashfield Road, Davenport, Stockport, | |
| Cheshire | Tel 0161-456 2511 |
| 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



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

STAFF AGENCY SERVICES LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

94 LINACRE LANE.

Post town

BOOTLE

County / Region

MERSEYSIDE.

Postcode

L20 6AH

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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

DAVENPORT COMPANY SERVICES

1 ASHFIELD ROAD

DAVENPORT

STOCKPORT

CHESHIRE SK3 8UD

Tel 0161 456 2511

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

Company Secretary (see notes 1-5)

Company name **STAFF AGENCY SERVICES LIMITED**

NAME *Style / Title **MRS** *Honours etc

* Voluntary details

Forename(s) **ANGELA**

Surname **MILLAR**

Previous forename(s)

Previous surname(s)

Address **16 LINALNE LANE**

Usual residential address

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

Post town **BOOTLE**

County / Region **MERSEYSIDE** Postcode **L20 6AH**

Country **UK.**

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

Consent signature **A. Miller** Date **20 May 1996**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc

Forename(s) **GARY**

Surname **MILLAR**

Previous forename(s)

Previous surname(s)

Address **16 LINALNE LANE**

Usual residential address

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

Post town **BOOTLE**

County / Region **MERSEYSIDE** Postcode **L20 6AH**

Country **UK.**

Day Month Year

Date of birth **14 06 60** Nationality **BRITISH**

Business occupation **BUSINESS MAN**

Other directorships **NONE**

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

Consent signature **A. Miller** Date **20 May 1996**

Company number

STAFF AGENCY SERVICES LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

DAVENPORT CREDIT LIMITED

Previous forename(s)

Previous surname(s)

Address

1 Ashfield Road

Usual residential address

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

Post town

Davenport

Stockport

County / Region

Cheshire

Postcode

SK3 8UD

Country

England

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

Consent signature

Date

22-5-96

for DAVENPORT CREDIT LTD

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (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

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Directors (continued) (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

Date

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. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

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

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

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

THE COMPANIES ACTS 1985 to 1989

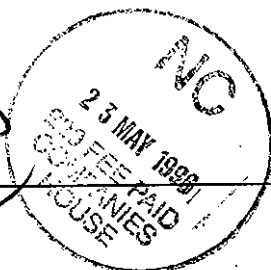
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

STAFF AGENCY SERVICES LIMITED

3205506



1. The Company's name is STAFF AGENCY SERVICES LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (A) To carry on all or any of the businesses of a general commercial company.
 - (B) To purchase take on lease take in exchange hire or otherwise acquire and hold for any estate or interest whatsoever anywhere any property of any nature whether tangible or not which the Company may deem necessary or convenient for the purposes of its business.
 - (C) To carry on such other business or trade as the Directors of the Company may from time to time consider can be advantageously and conveniently carried on by the Company in furtherance of its objects.
 - (D) To erect construct build alter renovate enlarge maintain or demolish any structures factories works plant and machinery necessary or convenient for the business of the Company and to join with any person firm or company in engaging in any of the aforesaid actions or contributing to their cost.
 - (E) To borrow and raise money in any manner and to secure the repayment of any money borrowed raised or owing by mortgage charge lien or any other security upon the whole or any part of the present or future property or assets of the Company including its uncalled capital and also by way of similar mortgage charge or lien to secure and guarantee the performance of any obligation undertaken by the Company or any other person firm or company.
 - (F) To sell mortgage give in exchange lease licence grant rights to or develop all or part of any property of any nature whether tangible or not which the Company may deem necessary or convenient for the purposes of its business.
 - (G) To invest purchase subscribe for or by any other means acquire any investments stock shares debentures bonds or securities of any nature whatsoever and wheresoever and to hold deal in and sell any such securities in any such manner as the Company may deem expedient.
 - (H) To apply for register purchase or by any other means acquire any patents patent rights licences secret process trade marks designs trade data franchises concessions and patent protections and to disclaim alter improve modify experiment upon use turn to account and manufacture under licence and to grant licences or privileges in respect of the same.

(I) To issue place underwrite or guarantee the subscription of any shares stock debentures bonds or securities of any company whether limited or unlimited on such terms and conditions and at such times as the Company deems expedient.

(J) To purchase take over or by other means acquire all or any part of the business assets liabilities trade transactions and property of any person firm or company carrying on or proposing to carry on any trade or business which the Company is lawfully entitled to carry on or which can be carried on in conjunction with the business of the Company to the direct or indirect benefit of the Company.

(K) To sell assign lease dispose of exchange or deal with all or part of the business or property of the Company for such consideration as the Company shall deem fit and in particular for shares stock debentures bonds or any securities of any company purchasing the same.

(L) To enter into partnership or any joint enterprise or arrangement for sharing profits or amalgamation with any person firm or company carrying on or proposing to carry on any trade or business which the Company is lawfully entitled to carry on to the direct or indirect benefit of the Company.

(M) To lend money and to grant credit with or without security on such terms and at such times as the Company may deem expedient and to receive money on loan or deposit upon any terms and to secure and guarantee upon any terms the payment of money or the performance of any obligation by any person, firm or company.

(N) To promote or establish any other company for the purpose of acquiring the whole or part of the assets liabilities property and rights of the Company or for any other purpose which may appear likely to enhance the business or any property of the Company either directly or indirectly.

(O) To make draw endorse accept discount negotiate execute and issue cheques bills of exchange promissory notes bills of lading debentures warrants and any other negotiable or transferable instruments.

(P) To pay any person firm or company rendering services to the Company either by cash payment or by the allotment of shares debentures or other security credited as paid up in full or part or otherwise as may be thought expedient.

(Q) To accept payment in part or in whole from any person firm or company for any services rendered property or rights sold whether in instalments or not by the acceptance of shares stock debentures or other security of any company or corporation as may be thought expedient and to deal in such securities.

(R) To subscribe to and support any charitable or public object and to establish aid and support any funds trusts institutions or clubs which may be for the benefit of the Company Directors former Directors employees or former employees or their families or which may be to the benefit of the inhabitants of any city town village or district with which the Company may have connections.

(S) To grant pensions gratuities allowances and pay insurance contributions to Directors former Directors employees or former employees or their families and to set up and maintain pension schemes whether contributory or not for the benefit of such persons.

(T) To distribute among the Members of the Company in kind any property or assets of the Company of whatever nature but not so that the capital be reduced except with any sanctions which may be required by law.

(U) 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 subject to and in accordance with a due compliance and with the provisions of Sections 155 to 158 (inclusive) of the Act if and in so far as such provision shall be applicable.

(V) 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 sub-contractors brokers or otherwise and either alone or in conjunction with others.

(W) To do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Company or any of the powers given to it by the Act or the foregoing clauses.

(X) In this Memorandum the expression "the Act" means the Companies Act 1985 but so that any reference herein 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.

It is hereby expressly declared that none of the provisions set forth in any of the foregoing sub-clauses shall be restrictively construed and the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or interference from any other provision set forth in such sub-clauses.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000.00 divided into 1,000 shares of £1.00 each.

THE SUBSCRIBER TO THE MEMORANDUM OF ASSOCIATION WISHES TO BE FORMED INTO A COMPANY PURSUANT TO THIS MEMORANDUM AND AGREES TO TAKE THE NUMBER OF SHARES SHOWN OPPOSITE THE NAME GIVEN.

Name and address of Subscriber

Total number of shares taken

Philip Charles Vibrans
1 Ashfield Road
Davenport
Stockport
Cheshire
SK3 8UD

2



Witness to the above signature:

Name: N E Wakefield

Address: 22 Stopford St, Edgeley, Stockport, Cheshire SK3 9HE

Dated this twenty-second day of May 1996

ARTICLES OF ASSOCIATION

OF

STAFF AGENCY SERVICES LIMITED

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and as in force at the date of incorporation of the Company except in so far as they are excluded varied or modified by these Articles and such regulations (except in so far as they are excluded varied or modified as aforesaid) together with these Articles shall constitute the Regulations of the Company.

(b) The words or expressions defined in Regulation 1 of Table A shall bear in these articles unless the context requires otherwise the meaning so defined.

GENERAL MEETINGS

2. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company.
3. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company.

DIRECTORS

4. The number of Directors shall not be subject to any maximum and the minimum number shall be one unless determined otherwise by ordinary resolution and Regulation 64 of Table A shall be accordingly modified. If and when the number of Directors is one that Director may act alone in exercising all the powers and authority vested in the Directors. A Director need not hold any shares in the Company.
5. No Director shall be required to retire by rotation and Regulations 73 to 83 (inclusive) of Table A shall not apply to the Company.
6. A Director may vote and his vote shall count in respect of any transaction contract or arrangement or of any matter arising therefrom in which he has an interest provided that he shall declare such interest before the vote is taken.
7. Regulations 94 95 and 96 of Table A shall not apply to the Company.

COMPANY SEAL

8. In accordance with Section 36A(3) of the Act the Company need not have a seal and the requirements set out in regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.

ALLOTMENT OF SHARES

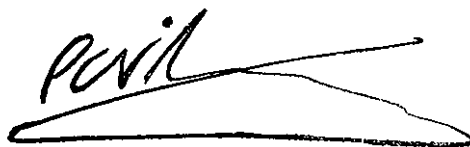
9. The Company is a private limited company having a share capital and shall not offer to the public whether for cash or otherwise any shares or debentures in the Company. It shall not allot whether for cash or otherwise any shares or debentures in the Company with a view to all or any of these shares or debentures being offered for sale to the public.
10. Section 89(1) of the Act shall not apply to the allotments by the Company of shares or debentures in the Company.

TRANSFER OF SHARES

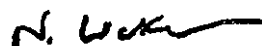
11. Regulation 24 of Table A shall not apply to the Company.
12. Except in circumstances set out in Article 13 hereof the Directors may in their absolute discretion and without providing any reason therefore decline to register the transfer of any share whether it is fully paid up or not.
13. Subject to the overriding proviso that nothing contained in these Articles shall prevent the Directors of the Company from declining to register the transfer of a share in respect of which the Company has a lien or to any infant bankrupt or person of unsound mind any share may be transferred:-
- (a) to any person who is already a member of the Company;
 - (b) by any member of the Company to any child or remoter issue spouse widow widower sister brother or parent of that said member;
 - (c) by the personal representatives of a deceased member to any child or remoter issue spouse widow widower sister brother or parent of such deceased member;
 - (d) by the personal representatives of a deceased member to the trustees of the Will of such deceased member; and
 - (e) by the trustees of the Will of any deceased member or of a settlement created by any member or deceased member to the trustees for the time being of the Will of any deceased member or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Name and address of Subscriber

Philip Charles Vibrans
1 Ashfield Road
Davenport
Stockport
Cheshire
SK3 8UD



Witness to the above signature:



Name: N E Wakefield

Address: 22 Stopford St, Edgeley, Stockport, Cheshire SK3 9HE

Dated this twenty-second day of May 1996