

FILE COPY



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

Company No. 3258727

The Registrar of Companies for England and Wales hereby certifies that
ACP DEVELOPMENTS 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 3rd October 1996



N03258727L

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.

12

Declaration on application for registration

Company Name in full

ACP DEVELOPMENTS LIMITED



F012001J

I, RICHARD O'DRISCOLL AS AUTHORIZED SIGNATORY OF
BLACKFRANK COMPANY SERVICES LIMITED
of 1 HARLEY PLACE CLIFTON BRISTOL BS8 3JT

† 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

Declared at

1 HARLEY PLACE CLIFTON BRISTOL BS8 3JT

the

26

day of

9

One thousand nine hundred and ninety

SIX

① Please print name.

before me ①

STUART CRAWFORD

Signed

Date

26/9/96

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.

RICHARD O'DRISCOLL

1 HARLEY PLACE CLIFTON

BRISTOL

Tel 0117 9731772

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



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Please complete in typescript,
or in bold capitals.

Notes on completion appear on final page

Company Name in full



XF0100D70X

First directors and secretary and intended situation of registered office

ACP Developments Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Imperial House

1 Harley Place

Post Town

Bristol

County / Region

Avon

Postcode

BS8 3JT

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

Blackfriar Company Services Limited

Address

Imperial House

1 Harley Place

Post Town

Bristol

County / Region

Avon

Postcode

BS8 3JT

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 a query.

Blackfriar Company Services Limited
Imperial House
1 Harley Place Telephone 0117 973 1772
Clifton
Bristol BS8 3JT
DX number 99878 BRISTOL

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**

ACP Developments Limited

Name *Style / Title

Honours etc

Forename(s)

Blackfriar Secretaries Limited

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the
registered or principal office
address

Imperial House

1 Harley Place

Post town

Bristol

County / Region

Avon

Postcode

BS8 3JT

Country

England

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

Consent signature

For and on behalf of

Blackfriar Secretaries Limited

Date

26/09/96

Directors (see notes 1-5)

Please list directors in alphabetical order

Name *Style / Title

Forename(s)

Surname

Blackfriar Directors Limited

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the
registered or principal office
address

Imperial House

1 Harley Place

Post town

Bristol

County / Region

Avon

Postcode

BS8 3JT

Country

England

Day Month Year

Date of birth**Nationality****Business
Occupation**

Company Formation Agents

other directorships

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

Consent signature

For and on behalf of

Blackfriar Directors Limited

Date

26/09/96

Directors (continued) (see notes 1-5)

Name	*Style / Title	<input type="text"/>	Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
	Address	<input type="text"/>		
	<i>Usual residential address</i>	<input type="text"/>		
	<i>For a corporation, give the registered or principal office address</i>	<input type="text"/>		
	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	<input type="text"/>	Nationality	<input type="text"/>
	Business Occupation	<input type="text"/>		
	other directorships	<input type="text"/>		
		<input type="text"/>		
		I consent to act as secretary of the company named on page 1		
	Consent signature	<input type="text"/>	Date	<input type="text"/>

This section must be signed by

Either
an agent on behalf
of all subscribers

or the subscribers

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

Signed

For and on behalf of

Blackfriar Company Services Limited



Date

26/09/96

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
ACP Developments Limited



1. The name of the Company is ACP Developments Limited.
2. The Registered office of the Company will be situated in England & Wales
3. The objects for which the Company is established are:
- 3.1 to carry on the business of a General Commercial Company

3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may be conveniently or advantageously made or supplied in connection with it

3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate

3.4 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.

3.5 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world

3.6 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company.

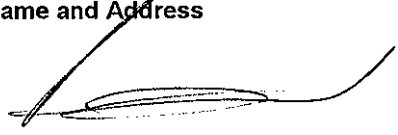
4. The liability of the members is limited.

5. The share capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each.

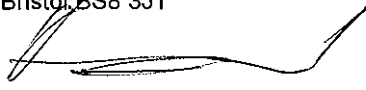
We the Subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares specified opposite our respective names.

Name and Address

Number of shares taken


Blackfriar Directors Limited
Imperial House
1 Harley Place
Bristol BS8 3JT

1


Blackfriar Secretaries Limited
Imperial House
1 Harley Place
Bristol BS8 3JT

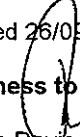
1

Total Shares taken

2

Dated 26/09/96


Witness to the above signatures


John Davis
11 Howard Road
Bristol BS8 3JT

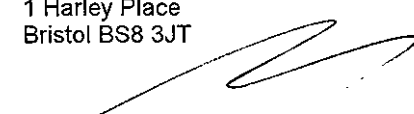
COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
ACP Developments Limited

- 1. Preliminary 1.1** The regulations constituting Table A in the Schedule to the Companies Acts (Table 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 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 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 moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".
- 4. Transfer of Shares** Regulation 24 of Table A shall not apply.
- 5. Alteration of Share Capital 5.1** 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)"
- 5.2** In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.
- 6. Votes of Members 6.1** 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"
- 6.2** 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".
- 7. Number of Directors** The number of directors shall not be less than one.
- 8. Appointment and Retirement of Directors** Regulations 73 to 83 of Table A shall not apply to the Company.
- 9. Proceedings of Directors** Regulation 94 shall not apply to the Company.
- 10. Disqualified 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"
- 11. Dividends** In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"
- 12. Notices** In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted

Name and Address of Subscribers

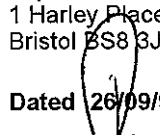


Blackfriar Directors Limited
Imperial House
1 Harley Place
Bristol BS8 3JT



Blackfriar Secretaries Limited
Imperial House
1 Harley Place
Bristol BS8 3JT

Dated 26/09/96



John Davis
11 Howard Road
Bristol