



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

Company No. 3266491

The Registrar of Companies for England and Wales hereby certifies that
TEMPLECO 317 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 21st October 1996



N03266491I

P. A. Morgan
P. A. MORGAN (MRS)

For the Registrar of Companies



Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

TEMPLECO 317 LIMITED



F0120E60

I,

CLAIRE HELEN STOPPATE

of

12 GOUNN SQUARE LONDON EC4A 3DE

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

CH Stoppate

Declared at

21 WILSON STREET LONDON EC2M 2TX

the

9

day of

October

One thousand nine hundred and ninety

6

① Please print name.

before me ①

ROBERT WYN EVANS

Signed

RWE

Date

9.10.96

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.

Tel	
DX number	DX exchange



A38 *AKY0XPQ4* 529
COMPANIES HOUSE 12/10/96

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

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

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



Company Secretarial and
Compliance Software

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final
page

Company Name in full

TEMPLECO 317 LIMITED



F0100E60

Proposed Registered Office

12 GOUGH SQUARE

(PO Box numbers only, are not acceptable)

Post town

LONDON

County / Region

Postcode EC4A 3DE

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.



A38 *AKY0YPQ5* 530
COMPANIES HOUSE 12/10/96

First directors and secretary and intended situation of
registered office

Tel

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
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Page No: 1

Company Secretary

(See notes 1-5)

Company name

TEMPLECO 317 LIMITED

Name

*Style/Title

*Honours etc

* Voluntary details

Forename(s)

TEMPLE SECRETARIAL LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address

12 GOUGH SQUARE

Usual residential address

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

Post town

LONDON

County / Region

Postcode EC4A 3DE

Country

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

Consent signature

Date

9.10.96

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

As per attached list

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

Forename(s)

TEMPLE DIRECT LIMITED

* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

Address

12 GOUGH SQUARE

Usual residential address

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

Post town

LONDON

County / Region

Postcode EC4A 3DE

Country

Day Month Year

Date of Birth

Nationality

Business occupation

Other directorships

As per attached list

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

Consent signature

Date

9.10.96

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



coact

Company Secretarial and
Compliance Software

Company Name TEMPLECO 317 LIMITED			
Name & Address	Appointment	Resignation	Company Name
	02/07/1996 02/08/1996 02/08/1996 02/08/1996 28/08/1996 28/08/1996 28/08/1996 28/08/1996 29/08/1996 29/08/1996 13/09/1996 13/09/1996 13/09/1996 13/09/1996		SCRATCH N WIN LIMITED TEMPLECO 300 LIMITED TEMPLECO 301 LIMITED TEMPLECO 302 LIMITED TEMPLECO 308 LIMITED TEMPLECO 306 LIMITED TEMPLECO 307 LIMITED TEMPLECO 309 LIMITED TEMPLECO 305 LIMITED TEMPLECO 303 LIMITED TEMPLECO 311 LIMITED TEMPLECO 310 LIMITED TEMPLECO 312 LIMITED TEMPLECO 313 LIMITED TEMPLECO 314 LIMITED
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3266491



THE COMPANIES ACT 1985

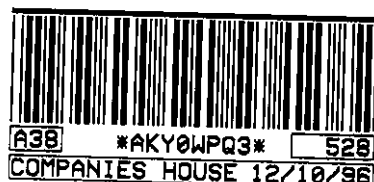
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TEMPLECO 317 LIMITED

1. The Company's name is **Templeco 317 Limited**
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
 - (A)1. To carry on business as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers, proprietors and letters on hire of trucks,



CORPORAT-16803

167528

earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service.

2. To carry on business as wholesale and retail, import and export dealers in and agents or representatives for vehicles of all forms and nature, all manner of goods, products, processes, materials and services of any description either as principals for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisors, to carry on employment, accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisors in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business transfer agents, advertising and publicity consultants and agents, journalists, printers, publishers and stationers. To carry on business as proprietors of garages, car parks and service stations, as buyers, sellers and repairers of, agents for and dealers in all kinds of motor vehicles, motor engines, tyres and all manner of spare parts and accessories, tools, components and instruments, as suppliers of petrol, oils, spirits, fuels, lubricants and all related supplies, as dealers in luggage, clothing and accessories, road maps and stationery, as newsagents, tobacconists and confectioners and to provide all such other goods and services as may be required by persons having dealings with the Company; to provide car hire and chauffeur services, a vehicle recovery, repair and maintenance service, and to act as motor, mechanical, electrical and general engineers, panel beaters, body builders and paint sprayers, and generally to repair, treat, alter, prepare for sale and deal in all kinds of vehicles and their component parts; to carry on business as hire purchase and general financiers, insurance brokers and agents and as haulage contractors, freight agents and warehousemen, and to manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery, tools, articles and things of all kinds

capable of being used for the purpose of the above-mentioned business or any of them, or likely to be required by customers of, or persons having dealings with the Company.

3. To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities and interests of any in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;
- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow and raise in any manner on any terms and for whatever purposes whatsoever, whether alone or jointly and/or severally with any other company or

companies and to secure any debt, obligation or liability whatsoever by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company or by the creation and issue on any terms of debentures, debenture stock or other securities of any description and for the purposes of or in connection with the borrowing or raising of moneys by the Company to become a member of any building society.

- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve.
- (I) To lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by s 736 of the Act) of the

Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture and to the extent that the same is permitted by law, to give financial assistance for the purpose of acquisition of shares in the Company or the Company's holding company for the time being and to give such assistance by any means howsoever permitted by law.

- (J) To enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure (by personal covenant or by mortgaging or charging all or any part of the undertaking real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner) any debts, obligations or securities whatsoever, including (without limitation) those of any company which is for the time being the holding company or a subsidiary (both as defined by s 736 of the Act) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture.
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or

non-contributory) with a view to providing pensions or other benefits for any such person as aforesaid, their dependants or connections, and to support or subscribe to any charity funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (P) To enter into any partnership or joint-purse 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 within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any controlling

interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with other, and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporate or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

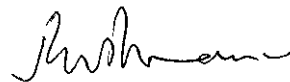
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

**Name, Address and Description
Of Subscribers**

**Number of Shares taken
by each subscriber**

Temple Direct Limited
12 Gough Square
London
EC4A 3DE

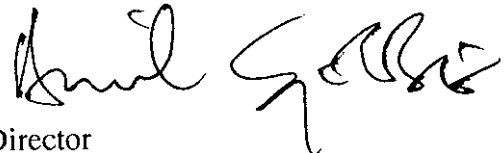
ONE



Director
Authorised signatory on behalf of Temple
Direct Limited

Temple Secretarial Limited
12 Gough Square
London
EC4A 3DE

ONE



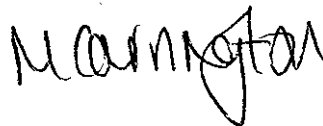
Director
Authorised signatory on behalf of Temple
Secretarial Limited

TOTAL NUMBER OF SHARES TAKEN UP

TWO

Dated: 9 October 1996

Witness to the above Signatures:



12 Gough Square
London
EC4A 3DE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

TEMPLECO 317 LIMITED

1. PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') shall apply to the Company, save in so far as they are varied or excluded by these Articles. References in these Articles to numbered Regulations are references to Regulations in Table A.

2. SHARES

The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. ISSUE OF SHARES

3.1 Subject to the provisions of the Act the following provisions of these Articles and to any resolution of the Company, and for the purpose of s 80 of the Act and all other purposes, the directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the company, or any relevant securities, to such persons, at such times and generally on such terms and

conditions as they think proper provided that (in so far as the Company shall not have varied, renewed or revoked the said authority) the directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the authorised share capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the directors hereunder.

3.2 The period within which the said authority may be exercised shall be limited to five years, commencing upon the date of the adoption of these Articles.

3.3 Any shares for the time being unissued shall, before they are issued, be offered to the Members holding Shares in proportion as nearly as the circumstances admit to their existing holdings of Shares. Such offer shall be made by notice specifying the number of shares offered and limited to a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or if earlier on the receipt of an intimation from the person to whom the offer has been made that he declines to accept the shares offered, the Directors may, subject to these Articles dispose of the same in such manner as they think most beneficial to the Company.

3.4 S 89(1) and s 90(1) - (6) of the Act shall not apply to the Company.

4. **TRANSFER AND TRANSMISSION OF SHARES**

4.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Regulation 24 shall not apply to the Company.

4.2 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and may be solely executed by or on behalf of the transferor, whether the share is fully paid or not. Regulation 23 shall be modified accordingly.

5. SHARE CERTIFICATES

Regulation 6 shall apply to the Company with the substitution at the beginning of the second sentence of the words 'Every certificate shall be sealed with the seal' with the words 'Every certificate shall be executed by the Company'.

6. LIEN

The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all monies due to the Company, whether in respect of that share or not. 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, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.

7. PROCEEDINGS AT GENERAL MEETINGS

7.1 The reference in s 381A of the Act to a 'resolution in writing' shall mean a resolution in writing signed or approved by letter, telex or facsimile transmission by all the members of the Company who would have been entitled to vote upon it if it had been duly proposed at a general meeting at which they were entitled to be present, or by their duly appointed attorneys and shall be as valid and effectual as an ordinary special, extraordinary or elective resolution as if it had been passed at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed or approved by one or more of

the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 shall not apply.

- 7.2 If there is an equality of votes at any general meeting of the Company the Chairman shall not have a second or casting vote.

8. RETIREMENT BY ROTATION

No director shall be required to retire by rotation, and Regulations 73-75 (inclusive), the second and third sentences of Regulation 79 and Regulation 80 shall not apply to the Company.

9. APPOINTMENT AND REMOVAL OF DIRECTORS

- 9.1 Unless otherwise determined by ordinary resolution of the Company the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number shall be one. Regulation 64 shall be modified accordingly.
- 9.2 Regulations 76 and 77 (requirements on appointment of directors) shall not apply to the Company.
- 9.3 Without prejudice to the powers of the directors under Regulation 79, a member or members holding more than half in nominal amount of the issued share capital of the Company shall have power to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed.
- 9.4 Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or by their duly appointed

attorney or attorneys. Any such instrument may consist of several documents in the like form each signed or approved by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative) and shall take effect upon lodgment at the registered office of the Company.

9.5 Regulation 81 shall apply with the addition of sub-clause (f) as follows:

`(f) if he is removed from office pursuant to Article 9 of the Company's Articles of Association'.

10. PROCEEDINGS OF DIRECTORS

10.1 Regulation 93 shall apply as if the word `signed' included `approved by letter, telex, or facsimile transmission'.

10.2 Any director may participate in a meeting of the directors by means of telephone or other similar means of communication whereby all persons participating in the meeting can hear each other speak and participation in a meeting in this manner shall constitute presence in person at such meeting.

10.3 If there is an equality of votes at any meeting of the directors, the Chairman shall not have a second or casting vote.

10.4 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be one. Regulation 89 shall be modified accordingly.

11. DIRECTORS' INTERESTS

Provided that he first duly declares the nature of his interest therein, a director may vote

(and such vote shall be counted) at any meeting of directors or of a committee of directors in respect of any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be counted in the quorum present at any meeting of the directors or of a committee of the directors at which any such contract or arrangement is proposed or considered. Regulation 94 shall be modified accordingly, and Regulations 95 and 97 shall not apply to the Company.

12. BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to s 80 of the Act, to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. INDEMNITY

Every director, manager, the Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in his capacity as such officer:

- 13.1 in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted; or
- 13.2 in connection with any application under s 114(2) or (3) of the Act (acquisition of shares by innocent nominee) or s 727 of the Act (general power to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the court.

Regulation 118 shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Temple Direct Limited

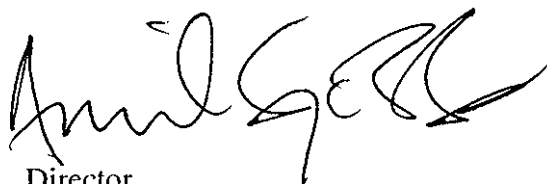
12 Gough Square
London
EC4A 3DE



Director
Authorised signatory on behalf of
Temple Direct Limited

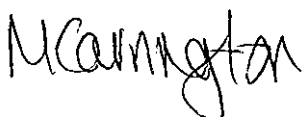
Temple Secretarial Limited

12 Gough Square
London
EC4A 3DE



Director
Authorised signatory on behalf of
Temple Secretarial Limited

Dated 9 October 1996

WITNESS to the above Signatures: 

12 Gough Square
London
EC4A 3DE