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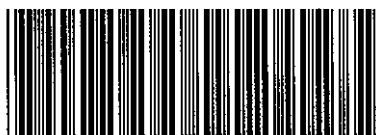
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3334435

The Registrar of Companies for England and Wales hereby certifies that
ZELMAC 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 March 1997



N03334435C

A handwritten signature in black ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

For the Registrar of Companies



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

HC007B



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

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

ZELMAC LIMITED



F012001J

I, Robert Stephen Kelford a duly authorised Officer of Chettleburgh
of International Limited of Temple House, 20, Holywell Row, London EC2A 4JB

† Please delete as appropriate.

do solemnly and sincerely declare that Chettleburgh International Limited is the body corporate named as Secretary of the Company in the statement delivered to the registrar under section 10(2) and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 135 High Street Hornchurch Essex RM12 4UH

the 3RD day of MARCH

One thousand nine hundred and ninety -seven

• Please print name.

before me P. D. ROBINS

Signed

Date 3RD MARCH 1997

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.

CHETTLEBURGH'S LIMITED

Temple House, 20, Holywell Row, London, EC2A 4JB

Tel 0171-377 0381

DX number 119511 DX exchange FINSBURY SQUARE



KLO *KAK80TWZ* 454
COMPANIES HOUSE 11/03/97

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

ZELMAC LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Temple House

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4JB

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

CHETTLEBURGH'S LIMITED

Address

Temple House

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4JB

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.

CHETTLEBURGH'S LIMITED

Temple House 20 Holywell Row London

EC2A 4JB Tel 0171- 377 0381

DX number 119511 DX exchange FINSBURY SQUARE



KLO *KAK8MTWX* 452
COMPANIES HOUSE 11/03/97

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Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
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or

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

for companies registered in Scotland

DX 235 Edinburgh

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Chettleburgh International Limited

Previous forename(s)

Previous surname(s)

Address

Temple House

Usual residential address

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

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4JB

Country

England

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

Consent signature

Date

3rd March 1997

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Chettleburgh's Limited

Previous forename(s)

Previous surname(s)

Address

Temple House

Usual residential address

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

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4JB

Country

England

Day Month Year

Date of birth

2 9

0 8

5 8

Nationality

British

Business occupation

Company Registration Agents

Other directorships

None

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

Consent signature

Date

3rd March 1997

Robert Stephen Kelford for and on behalf of Chettleburgh's 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

Date

3rd March 1997

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 and 1989

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of

ZELMAC LIMITED



1. The name of the Company is:- ZELMAC LIMITED
2. The Registered Office of the Company will be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 ordinary shares of £1 each.

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

Names, Addresses and Descriptions
of the Subscribers.

Number of Shares taken
by each Subscriber.

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One Ordinary Share

Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One Ordinary Share

Anglo-Japanese Consultants

Total Shares Taken:-

Two Ordinary Shares

Dated the 3RD day of MARCH, 1997

010805

Witness to the above signatures:-

Roland John Chettleburgh
17 Downhall Close
Rayleigh
Essex SS6 9LU

Company Registration Agent



THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES.

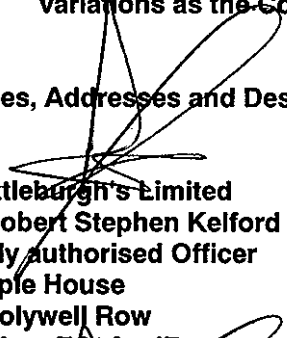
ARTICLES OF ASSOCIATION of

ZELMAC LIMITED

PRELIMINARY.

1. The Company is a private Company within the meaning of Section 1 of the Companies Acts 1985 and 1989. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. The Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company either in their entirety or with such variations as the Company shall by special Resolution from time to time prescribe.

Names, Addresses and Descriptions of the Subscribers.


Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

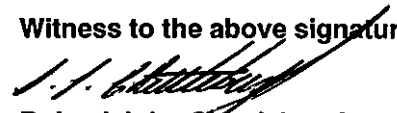
Company Registration Agents


Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

Anglo-Japanese Consultants

Dated the 3RD day of MARCH, 1997

Witness to the above signatures:-


Roland John Chettleburgh
17 Downhall Close
Rayleigh
Essex SS6 9LU

Company Registration Agent