

FILE COPY



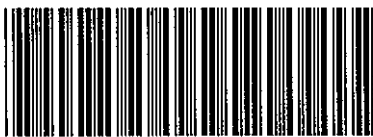
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3390452

The Registrar of Companies for England and Wales hereby certifies that  
MILLIANDA 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 23rd June 1997



\*N03390452D\*

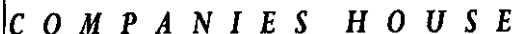
*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies



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

HC007B



## Declaration on application for registration

12

**Company Name in full**



\*F012001J\*

1.

IRENE LESLEY HARRISON

of

64 WHITCHURCH ROAD, CARDIFF, SOUTH GLAMORGAN, CF4 3LX

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Sole chargeholder in the XXXX 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~~

64 WHITCHURCH ROAD, CARDIFF, SOUTH GLAMORGAN, CF4 3LX

the

11TH

day of

JUNE

One thousand nine hundred and ninety

SEVEN

**① Please print name.**

before me <sup>①</sup>

ANDREW J. DAVIES

**Signed**

Date \_\_\_\_\_

11-6-1997

**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.

**BUSINESS INFORMATION  
RESEARCH & REPORTING LTD.  
CROWN HOUSE  
64 WHITCHURCH ROAD  
CARDIFF CF4 3LX**

**DX number**

## DX exchange

Companies House receipt date barcode

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)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

**CS** MISS

IRENE LESLEY

HARRISON

NONE

NONE

**AD** "FY MWTHIN"

MERTHYR ROAD, TONGWYNLAIS,

Post town CARDIFF

County/Region SOUTH GLAMORGAN

Postcode CF4 7LH

Country

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

Signed

Date 6-6-1997

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**CD****AD**

Post town

County/Region

Postcode

Country

**DO**Nationality **NA****OC****OD**

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

Signed

Date

Consent signature



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



\*F010001H\*

MILLIANDA LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

34 JOHN STREET

Post town

LONDON

County / Region

Postcode

WC1N 2AT

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

**BIRR**

BUSINESS INFORMATION  
RESEARCH & REPORTING LTD.  
CROWN HOUSE  
64 WHITCHURCH ROAD  
CARDIFF CF4 3LX

Postcode

Number of continuation sheets attached

4

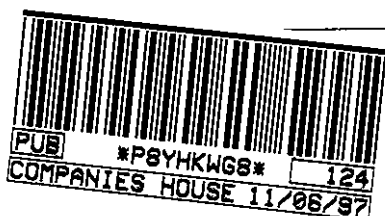
Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

**BIRR**

BUSINESS INFORMATION  
RESEARCH & REPORTING LTD.  
CROWN HOUSE  
64 WHITCHURCH ROAD  
CARDIFF CF4 3LX

DX number

DX exchange



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

MILLIANDA LIMITED

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

ST. PETERS TRUST COMPANY LIMITED

Previous forename(s)

Previous surname(s)

Address

QUAY HOUSE

## Usual residential address

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

SOUTH ESPLANADE

Post town

ST. PETER PORT

County / Region

CHANNEL ISLANDS

Postcode

GY1 4EJ

Country

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

Consent signature

Date

6.6.97

ST PETERS TRUST COMPANY LTD

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

SHERIDAN RALPH

Surname

GILL

Previous forename(s)

Previous surname(s)

Address

LE FRIQUET, SARK, CHANNEL ISLANDS

## 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

03

08

48

Nationality

BRITISH

Business occupation

ENGINEER

Other directorships

SEE ATTACHED

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

Consent signature

Date

6.6.97

# Directors (continued) (see notes 1-5)

* Voluntary details	<b>NAME</b>	*Style / Title		*Honours etc	
		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
	<b>Address</b>				
	<b>Usual residential address</b>				
	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

*Three Alasada*

Date

6-6-1997

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.

SHERIDAN RALPH GILL

## DIRECTORSHIPS

LE FRIQUET  
SARK  
CHANNEL ISLANDS

Co Name	Inc. Code	Appointed	Resigned
AMANDELLA CONSULTANTS LIMITED	3216847	26 Jun 96	
AROG ARAB ORGANISATION FOR TRADING LIMITED	1390075	21 Dec 82	23 Jul 92
ASTOR GLOBE TIMBER LIMITED	1555494	02 Feb 83	14 Oct 92
AVONBERNE LIMITED	2916188	22 Jun 94	
BECKINGTON SERVICES LIMITED	2005226	21 Apr 86	26 Nov 92
BICKFORD SERVICES LIMITED	3155833	06 Feb 96	
BLAKESHIRE LIMITED	2767329	04 Mar 96	
BOMJO LIMITED	1591599	10 Sep 84	29 Oct 91
BOMROSE LIMITED	1591632	12 Apr 83	16 Jul 91
BROCKSTON INVESTMENTS LIMITED	2126103	19 May 87	16 Jun 92
BURLAND LIMITED	2070702	16 Dec 86	12 Jul 91
C.I. MARITIME ENTERPRISES LIMITED	1569530	09 Jul 86	07 Dec 92
C.P.S. PROMOTIONS SERVICES LIMITED	1515558	13 Nov 86	03 Feb 93
CALLEDALE TRADING LIMITED	2137284	03 Jun 87	26 Nov 93
CANDICE ADVERTISING AND PROMOTIONS LIMITED	2039626	29 May 87	29 Sep 92
CARDIFF LIMITED	2001927	19 Mar 86	
CARFA INTERNATIONAL FINANCING LIMITED	2090378	15 Dec 89	27 Aug 92
CARLIER WORKS OF ART LIMITED	2832078	04 Mar 96	
CARMELL TRADING LIMITED	2023581	17 Jun 86	11 Dec 95
CHALBRIDGE LIMITED	2737769	04 Mar 96	
CHECKDALES LIMITED	2145158	02 Nov 87	28 Feb 93
CRANBROOK SERVICES LIMITED	2221565	16 Feb 88	05 Feb 92
CUBAR LIMITED	1782938	01 Feb 84	12 Mar 92
DERCOM INVESTMENTS LIMITED	2123082	23 Apr 87	25 Mar 92
DIORAMA DISTRIBUTIONS LIMITED	3211697	10 Jun 96	
DRILLING EQUIPMENT TRADING LIMITED	3155876	06 Feb 96	
DUNEPINE PROPERTIES LIMITED	2215849	01 Feb 88	23 Aug 90
E TEX TRA LIMITED	1578923	27 May 83	12 Nov 91
EGOMATIC LIMITED	3185945	15 Apr 96	
EVENTIDE ENTERPRISES LIMITED	2045834	05 Dec 86	23 Nov 93
FINTRAIL INVESTMENT LIMITED	2932305	08 Nov 94	
FORGEHURST LIMITED	2767324	04 Mar 96	
FORGEMARK LIMITED	2767323	04 Mar 96	
G.B. GLANTON LIMITED	1572179	01 Nov 83	11 Aug 92
GEOSERVICES OVERSEAS LIMITED	1720271	25 Feb 87	
GERRIDGE MANAGEMENT LIMITED	2206559	10 Mar 88	
GOLDENTHORPE LIMITED	3101658	03 Nov 95	
GRILLDEAN LIMITED	2176887	22 Feb 88	19 May 94
GRITLOT LIMITED	1533741	28 Jan 85	19 Oct 92
HEDLEIGH LIMITED	2131080	11 Jan 88	27 Oct 91
HILLORIANA TRADING LIMITED	3216401	25 Jun 96	
HIPWELL LIMITED	1525382	02 Sep 86	30 Dec 92
I.C.M.C. LIMITED	1555731	25 Jun 93	09 Jul 96
I.E.M. INTERNATIONAL EVENTS MANAGEMENT LIMITED	2163712	17 Oct 87	24 May 91
IBCO LIMITED	1720848	02 Oct 84	08 Mar 93
IDESTONE DEVELOPMENTS LIMITED	2206185	10 Mar 88	05 Feb 90
INDUSTRIAL SERVICES AND SUPPORT LIMITED	2101215	01 Dec 87	11 Mar 93
INTERVAUGHAN LIMITED	1833549	18 Jul 84	29 Oct 90
J. BANNERTON IRONTRADE LIMITED	1553120	09 Oct 85	13 Jun 91
J. BOND LIMITED	2535077	12 Aug 94	
JEROME & JESSOP LIMITED	1104716	05 Dec 85	
JOINT PHASE LIMITED	2807795	04 Mar 96	



SHERIDAN RALPH GILL

DIRECTORSHIPS

LE PRIQUET  
SARA  
CHANNEL ISLANDS

Co Name	Inc. Code	Appointed	Resigned
JOLLY CLUB FORMULA ONE LIMITED	2084442	16 Dec 86	
KANISA LIMITED	2117784	05 May 87	
KERALOG TRADE COMPANY LIMITED	1328050	27 Jun 84	26 Mar 93
KINTARE LEASING INVESTMENTS LIMITED	2025541	06 Jun 86	
KITEOAKS LIMITED	2085937	31 Jul 87	03 Dec 91
LANDTALK LIMITED	1863076	16 Aug 85	23 Feb 93
LOCALFRIO INTERNATIONAL LIMITED	1465467	17 Mar 82	16 Feb 93
LORRAINE LIMITED	1868179	03 Jul 85	01 Mar 93
LOUTONE LIMITED	1703028	20 Sep 84	08 Mar 93
LUCIAN ASSOCIATES LIMITED	3203225	24 May 96	
M.G.T. MACHINERY GENERAL TRADER COMPANY LIMITED	1754526	03 Nov 83	05 May 92
M.P.I. MEDIA PARTNERS INTERNATIONAL LIMITED	2804057	05 Oct 95	
M.P.P. MODERN PLASTICCHEMICAL PROCESSING AND CONVERTING LTD	1367986	22 Feb 83	08 Feb 94
M.T.P. MARMOR AND TILES PRODUCTS LIMITED	1365342	15 Dec 83	16 Nov 91
MAINTCO LIMITED	2206326	10 Mar 88	01 Mar 96
MAJORASH LIMITED	1715376	26 Jul 83	11 Nov 91
MAKECHEK LIMITED	1636737	15 Feb 83	
MAX & HONOR FOOD CONSULTING LIMITED	3152183	29 Jan 96	
MEDALFIRE LIMITED	2442749	04 Mar 96	
MELCLIFFE LIMITED	1954009	10 Dec 85	05 Nov 92
MERCHANTS AND PARTICIPATIONS INTERNATIONAL LIMITED	1918243	31 May 85	08 Nov 94
MERLIN AND MORGAN LIMITED	2126620	02 Nov 87	14 Oct 92
MIDDLEPASS LIMITED	1979687	24 Jan 86	12 Feb 91
MILESTONE FINANCIAL CONSULTING LIMITED	2919159	20 Jun 94	
MILLBURN ASSOCIATES LIMITED	2183738	10 Dec 87	08 Mar 93
MINIJEN LIMITED	1534031	03 Jul 85	
MULLED INVESTMENTS LIMITED	3148940	22 Jan 96	
NUTMEG CONSULTANTS LIMITED	3155828	06 Feb 96	
ONWARD ENTERPRISES LIMITED	1961299	20 Feb 90	28 Mar 95
OTIS ASSOCIATES LIMITED	2022521	23 May 86	03 Feb 93
OWENRICH CONSULTANTS LIMITED	3148945	22 Jan 96	14 Mar 96
PARTALYN HOLDINGS LIMITED	3186212	16 Apr 96	
PASSIVE SYSTEMS LIMITED	2169417	19 Feb 90	11 Mar 92
PENNINGTON CONSULTANTS LIMITED	2147562	29 Sep 87	30 Mar 93
PETERSFIELD TRADING LIMITED	3101458	03 Nov 95	14 Sep 96
PILINSKY INTERNATIONAL LIMITED	2793123	01 Dec 94	
PLATTERBY ASSOCIATES LIMITED	3216392	25 Jun 96	01 Oct 96
POINTSETTER LIMITED	3148955	22 Jan 96	15 Jul 96
PORTLANDBERE & COMPANY LIMITED	3220404	04 Jul 96	
PROCEPEC ENGINEERS LIMITED	3084991	04 Mar 96	
PRODATEX INTERNATIONAL LIMITED	1741649	22 Jul 83	29 May 91
QUINPEAK LIMITED	2195725	04 Feb 88	
RAW MATERIALS LIMITED	1918066	14 May 93	
REAL ESTATE RESEARCH AND DEVELOPMENT SERVICES LIMITED	1835232	23 Jul 84	20 May 93
REIw, REAL ESTATE INVESTMENTS WORLDWIDE LIMITED	2726793	09 Apr 96	
RIVINGDON CONSULTANTS LIMITED	2023944	12 Aug 86	03 Feb 93
RUM CONTROL LIMITED	3155882	08 Feb 96	
S & S SEEDS & GRAINS TRADING COMPANY LIMITED	1719700	29 Apr 83	04 Dec 91
SAF INTERNATIONAL LIMITED	2103366	02 Feb 88	08 Mar 93
SALEM EL MISRATA LIMITED	1190094	17 Oct 81	04 Feb 91
SARDINA LIMITED	2144854	09 Sep 87	27 Apr 93
SEATED ENGINEERING LONDON LIMITED	3087763	11 Oct 85	

SHERIDAN RALPH GILL

DIRECTORSHIPS

LE FRIQUET  
BARK  
CHANNEL ISLANDS

Co Name	Inc. Code	Appointed	Resigned
SERTEC CONSULTANTS (U.K.) LIMITED	2810843	14 Feb 96	14 Feb 96
SETRI LIMITED	1862831	12 Nov 84	10 Jul 92
SHARETEN LIMITED	1779098	13 Apr 93	11 May 93
SHERWILL LIMITED	1886220	30 Jan 84	05 Nov 92
SKYLINE ENTERTAINMENT LIMITED	2931216	05 Jul 85	24 Sep 92
SLEED ENTERPRISES LIMITED	2222706	06 Jun 94	
SNOWDELL TRADING LIMITED	3148950	25 Mar 88	23 Apr 91
SOUTHAVEN FINANCIAL MANAGEMENT COMPANY LIMITED	1872004	22 Jan 96	
SPELLMACE LIMITED	2607478	10 Jan 85	22 May 90
SPO INVESTMENT LIMITED	2073817	07 Nov 94	
STOCKERGO LIMITED	1798176	13 Nov 86	28 Nov 91
STYLE ACCESSORIES LIMITED	1754507	16 Apr 84	10 Mar 93
TALENT MANAGEMENT LIMITED	3101452	20 Sep 83	23 Apr 91
TEVIOTCROWN LIMITED	1703001	03 Nov 93	
TEXMAS LIMITED	2137882	03 Oct 86	05 Mar 93
THELEME INTERNATIONAL (U.K.) LIMITED	2803861	05 Jun 87	
TOURGRAND LIMITED	1788780	14 Feb 96	14 Feb 96
TRACO MARKETING CONSULTANTS LIMITED	1540309	03 Feb 84	08 Jan 92
TRENTAM LIMITED	2128596	21 Jan 81	20 Nov 92
TROLUMA TRADING COMPANY LIMITED	1548276	23 Jun 87	23 Nov 92
TURSTEAD LIMITED	2215264	12 Jun 91	12 Jul 91
UCED UZBEKISTAN COTTON EUROPEAN DIVISION LIMITED	2187614	27 Jun 92	25 Jul 92
VEGA TRADING LIMITED	1707930	10 Mar 88	03 Feb 93
VELMAIN DEVELOPMENTS LIMITED	2208635	10 Mar 88	22 Sep 92
VICTORIANA CONSULTANTS LIMITED	3060155	26 Oct 92	04 Nov 92
VITABELL LIMITED	2113844	17 Mar 88	27 Oct 92
WASTE TREATMENT ENGINEERING LIMITED	3155822	02 Sep 93	
WESTBURY COMMERCIAL & COMMITTING LIMITED	2769349	23 Mar 87	23 Jun 92
YALTON TRADING LIMITED	3186196	06 Feb 96	
		25 Nov 92	
		16 Apr 96	

1061070  
0385290

The Companies Acts 1985 to 1989

3390652  
**BIRR**

BUSINESS INFORMATION  
RESEARCH & REPORTING LTD.  
CROWN HOUSE  
64 WHITCHURCH ROAD  
CARDIFF CF4 3LX

COMPANY LIMITED BY SHARES

0385290

MEMORANDUM OF ASSOCIATION

of MILLIANDA LIMITED ✓



1. The Company's name is Millienda Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are :-
  - (A) 1. The object of the Company is to carry on business as a general commercial company;
  2. Without prejudice to the generality of the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following objects:-
    - (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 or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money 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, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) 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 persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable 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.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) 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.

(M) 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 dividend, 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.

(N) 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.

(O) 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.

(P) 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 dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) 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.

(R) 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.

(S) 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 a 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.

(T) 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.

(U) 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 others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) 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

incorporated 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 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 £100,000 divided into 100,000 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.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum of Association, and agree to take the number of shares in the capital of the Company shown opposite my name.

NAME AND ADDRESS  
OF SUBSCRIBER

NUMBER OF SHARES  
TAKEN BY SUBSCRIBER

ALLAIRE LIMITED  
QUAY HOUSE  
SOUTH ESPLANADE  
ST PETER POR  
GUERNSEY


ONE



Dated this 6th day of June 1997

WITNESS to the above signatures:

C L MAHY



Quay House  
South Esplanade  
St Peter Port  
Guernsey  
Channel Islands  
GY1 4EJ

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of MILLIANDA LIMITED

#### PRELIMINARY

1.(a) Subject as hereinafter provided, the regulations contained in Table A of the companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), and made pursuant to the provisions of the Companies Act (hereinafter referred to as "The Act") shall apply to the Company.

(b) Regulations 24,35,40,73,74,75 and 77 to 81 of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities" wheresoever appearing herein, shall bear the meaning ascribed to them by the Act.

#### SHARES

2. (a) Subject to the provisions of Table A and to the following provisions of these Articles, 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 (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) 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 any 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.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.



(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4. (a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part V of the Act:-

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

## LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

## TRANSFER OF SHARES

7. 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.

## PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

10. (a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

(b) In regulation 59 of Table A, the second sentence shall be omitted.

11. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their respective representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

## APPOINTMENT AND REMOVAL OF DIRECTORS

12. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act. 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.

13. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table

A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted.

14. The office of a Director shall be vacated if :-

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

#### PROCEEDINGS OF DIRECTORS

15. (a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

(b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 which shall not apply to the Company.

#### BORROWING POWERS

17. 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 Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

INDEMNITY

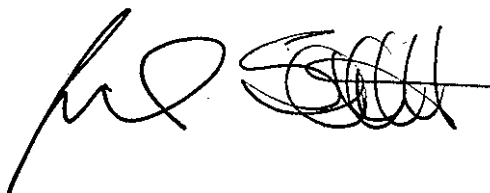
19. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

SECRETARY

20. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

-----  
NAME AND ADDRESS  
OF SUBSCRIBER  
-----

ALLAIRE LIMITED  
QUAY HOUSE  
SOUTH ESPLANADE  
ST PETER PORT  
GUERNSEY



-----  
Dated this 6th day of June 1997

C L MAHY

WITNESS to the above signatures:



Quay House  
South Esplanade  
St Peter Port  
Guernsey  
Channel Islands  
GY1 4EJ