

FILE COPY



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

Company No. 3393526

The Registrar of Companies for England and Wales hereby certifies that
THE HAMPSHIRE CENTRE LIMITED

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

Given at Companies House, London, the 23rd June 1997



N03393526I

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

3393526

Company Name in full

THE HAMPSHIRE CENTRE LIMITED



* F 0 1 2 0 F 1 0 *

I, PETER JOHN HOLLAND CLUNIE

of 1, FETTER LANE
LONDON ECA4 1BR

† 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

Peter Clunie

Declared at

ROYDS TREADWELL, 2 CRANE COURT, LONDON EC4

the

23rd

day of

JUNE

One thousand nine hundred and ninety

seven

① Please print name.

before me

VICTORIA LOUISE HEYWOOD

Signed

Victoria Louise Heywood

Date

23-6-1997

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.

D J Freeman
43 Fetter Lane
LONDON

AMM/105657
DX number 103

Tel 0171-583 4055
DX exchange LONDON

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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by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

3393526

Company Name in full

THE HAMPSHIRE CENTRE LIMITED



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

43 FETTER LANE

(PO Box numbers only, are not acceptable)

Post town LONDON

County / Region

Postcode EC4A 1NA

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 DJ FREEMAN

Address 43 FETTER LANE

Post town LONDON

County / Region

Postcode EC4A 1NA

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.

D J Freeman
43 Fetter Lane
LONDON

AMM/105657
DX number103

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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 FETTER SECRETARIES LIMITED

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 LONDON

County / Region

Postcode EC4A 1NA

Country

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

Consent signature

Date 20 JUNE 1997

Directors (see notes 1-5)

Please list directors in alphabetical order

ALAN MAGNUS

For and on behalf of FETTER SECRETARIES LIMITED

NAME *Style / Title

*Honours etc

Forename(s)

Surname

FETTER INCORPORATIONS LIMITED

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town LONDON

County / Region

Postcode EC4A 1NA

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 20 JUNE 1997

ALAN MAGNUS

For and on behalf of FETTER INCORPORATIONS LIMITED

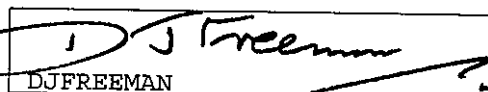
Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
	Forename(s)	<input type="text"/>								
<small>* Voluntary details</small>	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
Address	<input type="text"/>									
Usual residential address	<input type="text"/>									
<small>For a corporation, give the registered or principal office address.</small>	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director 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****Signed**


DJFREEMAN

Date

20 JUNE 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.

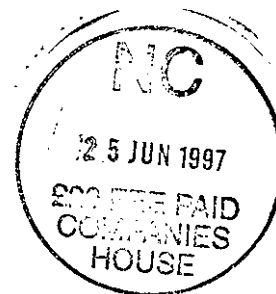
4. Other directorships:

- 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.

No. 3393526



THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
THE HAMPSHIRE CENTRE LIMITED

1. **Name**

The Company's name is "THE HAMPSHIRE CENTRE LIMITED."

2. **Registered Office**

The Company's registered office is to be situated in England and Wales.

3. **Objects**

3.1. The Company's objects are:

- (1) 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 s.3A of the Companies Act 1985 the Company has the following additional objects:
 - (a) to act as a general partner in limited partnerships and in particular and without prejudice to the generality of such power to carry on the business of investing in any interest in land and to vary such investments and exercise and enforce all rights and powers conferred by or incidental to their ownership and the doing of all such other things as the Company in its discretion deems incidental or conducive to the attainment of any of the objects previously set out.
 - (b) to carry on at such places in the United Kingdom or elsewhere as may be determined by the Directors of the Company any other trade or business which may seem to the Company capable of being conveniently carried on in connection with or following on from the above, or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company or further any of its objects;

Inc - £250-1/2

BS 048258.3

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slay

- (c) to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (d) to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or firm or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company and to pay cash or to issue any shares, stocks, debentures, and debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired;
- (e) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit the Company; to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (f) to purchase, subscribe for or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation;
- (g) generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company;
- (h) to sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares partly or fully paid up, debentures, debenture stock, or securities of any other company whether actually incorporated and existing or proposed to be formed or promoted by the purchaser or otherwise;
- (i) to promote, finance or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (j) to raise or borrow or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital;

- (k) to stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by a combination of such methods; and in particular (but without limiting the generality of the foregoing) to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by a combination of such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by s.736 Companies Act 1985) or another subsidiary (as defined by the said s.736) of any such holding company;
- (l) to make and execute any deed, indenture, agreement, appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effecting or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities;
- (m) to pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business;
- (n) to invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined;
- (o) to lend money to such person and on such terms as may seem expedient;
- (p) to give any guarantee or indemnity as may seem expedient;
- (q) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company;
- (r) to distribute by way of dividend or otherwise any of the property of the Company in specie;
- (s) to do all or any of the above things in any part of the world, and as principals, agents, contractors, nominees, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others and either gratuitously or for reward;
- (t) to procure the Company to be registered or recognised and to establish and maintain local registers, agencies and branch places of business in any colony or dependency or in any foreign country or place;

(u) to adopt such means of making known the business, products and services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest or by the publication of books and periodicals and by granting prizes, rewards and donations;

(v) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company (including any Director or other officer of the Company) or the dependants or connections of such persons and to grant pensions and allowances and to make payment towards insurance for any such persons and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects;

(w) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

3.2. The objects set forth in each paragraph of Clause 3.1 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where they expressly so require, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such paragraphs or from the terms of any other object or objects or from the name of the Company. None of the objects specified in Clause 3.1 or the powers thereby conferred shall (except where the object expressly so requires) be deemed subsidiary or ancillary to any other objects or powers therein mentioned but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each paragraph of Clause 3.1 as if each paragraph were the objects of a separate company. The word "**company**" in Clause 3.1 and 3.2, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether registered or resident or domiciled in the United Kingdom or elsewhere.

4. Limited Liability

The liability of the members is limited.

5. Share Capital

The Company's share capital is £1,000 divided into 1,000 Shares of £1 each.

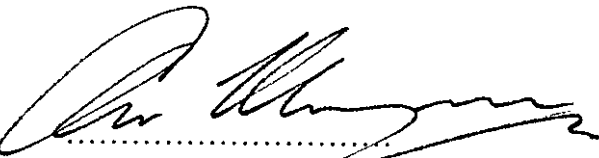
We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our name.

NAME AND ADDRESS
OF SUBSCRIBER

Number of Shares
taken by the Subscriber

FETTER INCORPORATIONS LIMITED

2

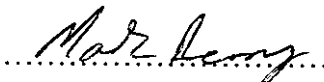

.....
ALAN MAGNUS
for and on behalf of
Fetter Incorporations Limited

Total shares taken

2

DATED this 20 JUNE 1997

WITNESS to the above signature:

 M BERRY
.....
43 FETTER LANE
LONDON EC4A 1NA

Occupation: TRAINEE SOLICITOR

No. _____

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THE HAMPSHIRE CENTRE LIMITED

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No. _____

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
THE HAMPSHIRE CENTRE LIMITED

INTERPRETATION

- 1.1. In these Articles the expression "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
- 1.2. Save as otherwise provided in these Articles, words and expressions which have particular meanings in Table A shall have the same respective meanings in these Articles.
- 1.3. Wherever in Table A or in these Articles any notice, resolution or other document is required to be signed by any person the reproduction of the signature of such person by means of telex print-out or facsimile copy shall be fully sufficient, provided that such notice, resolution or document shall within 14 days be confirmed to the recipient by writing signed in manuscript by such person.
- 1.4. In Table A and in these Articles, references to writing shall include any method of representing or reproducing words in a legible and non-transitory form.
- 1.5. References herein to Articles are to the numbered paragraphs of these Articles and to Regulations are to the regulations of Table A.

ADOPTION OF TABLE A

2.1. The Company is a private company. The Regulations contained in Table A shall (except where they are excluded or modified by these Articles) apply to the Company and, together with these Articles, shall constitute the Articles of the Company.

2.2. Subject to Article 2.1, no regulations scheduled to any statute concerning companies shall apply to the Company.

ALLOTMENT AND ISSUE OF SHARES

3.1. Subject to the Act and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of the same to such persons, at such times, and generally on such terms and conditions as they may determine.

3.2. Subject to the provisions of the Act, the directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot (as defined for the purposes of such section) all relevant securities (as defined for such purposes) of the Company subsisting at the date of incorporation at any time or times during the period of five years from such date.

3.3. At the expiry of such period of five years, the authority contained in Article 3.2 shall expire but such authority shall permit the directors to make any offer or agreement before the expiry of such authority which would or might require relevant securities to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority.

3.4. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

REDEEMABLE SHARES

4. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the member. Regulation 3 shall not apply.

PURCHASE OF OWN SHARES

5. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this Article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into pursuant to this Article and to the release of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this Article. Regulation 35 shall not apply.

CALLS

6. The liability of any person in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment.".

TRANSFER OF SHARES

7.1. No share shall be transferred, assigned, charged or otherwise disposed of without the prior written consent of all the members. Regulation 24 shall not apply.

7.2. The directors shall, subject to its being properly stamped, forthwith register any transfer to which all the members for the time being of the Company shall have assented in writing and shall not register any transfer which does not comply with the provisions of Article 7.1, whether or not it is of fully-paid shares.

GENERAL MEETINGS AND RESOLUTIONS

8.1. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 shall not apply.

8.2. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by this Article and Article 8.3, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. If and for so long as the Company has only one member, then one member present in person or by proxy or (if a corporation) by a duly authorised representative shall be a quorum. Regulation 40 shall not apply.

8.3. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such other time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy

(whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 shall not apply.

8.4. If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 shall not apply.

PROXIES

9. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any usual or common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the office of the Company, or immediately prior to the commencement of a general meeting or class meeting, with the Secretary or the chairman of that meeting. Regulations 60, 61 and 62 shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

10.1. The number of the directors shall be determined by ordinary resolution of the Company but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally. Regulation 89 shall be modified accordingly, and Regulation 64 shall not apply.

10.2. Any member who is the only member of the Company, or any member or members holding in aggregate a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed. Any such removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

10.3. Without prejudice to the powers conferred by Article 10.2, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

10.4. In any case where as the result of the death of a sole member of the Company the Company has no members and no directors the personal representatives of such deceased member shall have the right by memorandum in writing signed by or on behalf of him or them and delivered to the office to appoint a person to be a director of the Company and such appointment shall be as effective as if made pursuant to Article 10.2.

10.5. Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 shall not apply.

DISQUALIFICATION OF DIRECTORS

11. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 but also if he is removed from office pursuant to these Articles. Regulation 81 shall be modified accordingly.

ALTERNATE DIRECTORS

12.1. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 shall not apply.

12.2. A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director which he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

12.3. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 shall not apply.

POWERS OF DIRECTORS

13. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this Article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 shall not apply.

DELEGATION OF DIRECTORS' POWERS

14. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 shall be modified accordingly.

DIRECTORS' GRATUITIES AND PENSIONS

15.1. The directors, on behalf of the Company, may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provisions of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 shall not apply.

15.2. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

PROCEEDINGS OF DIRECTORS

16.1. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) shall not apply.

16.2. Without prejudice to the first sentence of Regulation 88, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak

to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.

NOTICES

17.1. Any notice or other document may be served on or delivered to any member by the Company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 shall be modified accordingly.

17.2. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 shall not apply.

17.3. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the Company in any manner which would be permitted by the Articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 shall not apply.

INDEMNITY

18.1. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 shall not apply.

18.2. The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in section 310(1) of the Act.

NAME AND ADDRESS OF SUBSCRIBER

Fetter Incorporations Limited
43 Fetter Lane
London
EC4A 1NA



ALAN MAGNUS

for and on behalf of Fetter Incorporations Limited

DATED this 20th day of JUNE 1997

WITNESS to the above signature:



.....

M BERRY.

43 Fetter Lane
London EC4A 1NA

Occupation: Trainee Solicitor