

Company No: 3437534

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MYLOHILL LIMITED

(the "Company")

1. The name of the Company is MYLOHILL LIMITED.
2. The Company's registered office is to be situated in England.
3. The objects for which the Company is established are:-
 - 3.1 To acquire or establish and to carry on all or any of the businesses of hotel, inn, restaurant, cafe, tavern, beerhouse, refreshment room, tearoom, and lodging house keepers, licensed victuallers, wine beer, spirits, aerated, mineral and artificial waters, cider and other drinks, merchants, bottlers, brewers, maltsters, distillers, importers, exporters and manufacturers and purveyors, caterers for public amusements generally, proprietors of motor and other vehicles, garage and bus proprietors, oil, petrol and vehicle accessory merchants, importers, merchants and dealers or brokers of food, live and dead stock, fish and produce of all descriptions, hairdressers, perfumers, dealers in all kinds of clothing, china, glass and fancy goods and ornaments, proprietors of clubs, baths, dressing rooms, billiard rooms, assembly rooms for balls, concerts and other functions whatsoever, laundries,



libraries, grounds and places of amusement, recreation, sport, entertainment of all kinds, tobacco, cigar and cigarette merchants, booksellers, stationers and newsagents, agents for railway and shipping companies and carriers, theatrical and opera box-office proprietors and general agents and any other business which can be conveniently carried on in connection therewith.

- 3.2 to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business; and to undertake obligations of every kind and description upon such terms as the Company or its directors may consider desirable, and by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) to secure and guarantee the performance by the Company or any other company of any obligation undertaken by the Company or any other company as the case may be;
- 3.3 to purchase, lease, or otherwise acquire or undertake the whole or any parts of the business, undertaking, property and liabilities of any person or company carrying on or authorised to carry on any business which the Company is authorised to carry on or which may be conducted so as directly or indirectly to benefit the Company or possessed of any property suitable for the purposes of the Company, or the stock, shares and debentures or other interest of or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of the Company to the company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of any such company or part thereof;
- 3.4 to sell, dispose of, or transfer the business or undertaking of the Company, or any branch or part thereof or any property or assets thereof, in consideration of payment in cash or royalties or other perpetual or terminable payments, or in shares (partly or fully paid up) or debentures, debenture stock, or other securities of any other

company or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit;

- 3.5 to distribute any of the property and assets of the Company among the members in specie (and, in particular, any shares, stocks, debentures or securities of other companies which belong to the Company or of which the Company has the right to dispose) 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;
- 3.6 to obtain or assist in obtaining any Provisional Order or Act of Parliament or other necessary authority or sanction for enabling the Company to carry its object into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any parliamentary or other proceedings which the Company may think adverse to its interest;
- 3.7 to acquire or obtain from any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person, any charters, rights, privileges and concessions which may be conducive to the object of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions;

declaring that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and also that the powers expressed in each paragraph of this clause, shall be deemed separate powers and shall (except where otherwise expressed in such paragraph) be in no ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, 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 Subscribers	Number of Shares taken by each Subscriber
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For and on behalf of WATERLOW NOMINEES LIMITED 6-8 Underwood Street LONDON N1 7JQ	ONE
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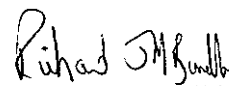
For and on behalf of WATERLOW SECRETARIES LIMITED 6-8 Underwood Street LONDON N1 7JQ	ONE
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DATED the 4th SEPTEMBER 1997

Witness to the above Signatures:-

Signed "Joanna Vines"
JOANNA VINES
22 Grittens Close
Durham Hill
Bromley
BR1 5LA

What is contained on this and the preceding 4 pages is a print of the Memorandum of Association of the Company as amended by Special Resolution of the Company dated 14th November.


Secretary

Company No. 3437534

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

MYLOHILL LIMITED

(as adopted on 14 November 1997)

1. APPLICATION OF TABLE A

1.1 The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to and shall be the regulations of the Company save insofar as they are excluded or varied hereby or are inconsistent herewith and regulation 1 of Table A, as it applies to and is a regulation of the Company, shall apply for the purposes of the interpretation of these presents.

1.2 The regulations numbered 5, 24, 35, 40, 65 to 69 inclusive, 73 to 77 inclusive, 80, 82 to 84 inclusive, 87, 93 to 98 inclusive, 101 and 102 of Table A, shall not apply to the Company and the following Regulations shall be modified:-

regulation 1 so that the definition of "the seal" shall be held to be delete;

regulation 6 so that the words "be sealed with the seal" shall be held to be delete and there shall be inserted in lieu thereof the words "bear autographic

signatures of two directors or one director and the secretary or two authorised signatories of the company";

regulation 10 so that the words "Neither the purchaser nor, if a different person, the transferee shall be bound to see to the application of the purchase money and" shall be inserted immediately before the words "The title";

regulation 11 so that the words "thereof as determined by the directors" be inserted after the words "costs";

regulation 15 so that the words "in whole or in part" shall be inserted after the words "remains unpaid";

regulation 18 so that there shall be added to the end of the first sentence thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

regulation 37 so that the words "or any member" shall be held to be delete;

regulation 38 so that the words "or a resolution appointing a person as a director" shall be held to be delete;

regulation 59 so that the second sentence thereof shall be held to be delete;

regulation 64 so that the words in parenthesis shall be held to be delete;

regulation 78 so that the words "Subject as aforesaid" and the words from and including the word "and" to the end of the regulation shall be held to be delete;

regulation 79 so that the second and third sentences thereof shall be held to be delete;

regulation 81 so that

(i) the year "1960" shall be held to be delete and in lieu thereof the year "1984" shall be inserted; and

(ii) there shall be added at the end thereof the following additional sub-paragraph

"(f) he shall be the subject of a notice of removal, given pursuant to article 8.7 of the articles of association of the Company.";

regulation 85 so that there shall be added at the end thereof the following additional sub-paragraph

"(d) may vote on, and be counted in the quorum present at a meeting in relation to, a resolution relating to our touching upon any such transaction, arrangement or body corporate.";

regulation 89 so that the second sentence thereof shall be held to be delete;

regulation 93 so that the words from and including "but a resolution" to the end of the regulation shall be held to be delete.

2. SHARE CAPITAL

2.1 The share capital at the date of adoption of these articles is £1,000 divided into 1000 ordinary shares of £1 each.

2.2 Subject to the provisions of the Act, the Company may at any time and from time to time

2.2.1 issue shares which are or are liable to be redeemable, whether at the option of the Company or the holders thereof, and

2.2.2 purchase its own shares (including any redeemable shares).

3. PRIVATE COMPANY

- 3.1 The Company is hereby declared to be a private company and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company.
- 3.2 The Company shall not have power to issue share warrants to bearer.

4. ALLOTMENT OF SHARES

- 4.1 The directors shall not be entitled to allot any shares, or grant any rights to subscribe for, or to convert any security into, shares in the capital of the Company, unless otherwise authorised by the Company in general meeting.
- 4.2 Unless otherwise determined by ordinary resolution of the Company all or any unissued shares shall before issue be offered to the members holding ordinary shares in proportion as nearly as circumstances admit to their existing holdings of such shares. Any such offer shall be made by notice in writing specifying the number of shares comprised in the offer and specifying a date (being not less than fourteen days after the date of the offer) after which the offer, if not by then accepted, will be deemed to have been refused. The offer shall indicate that a member may accept in respect of a lesser number of shares than those comprised in the offer and shall also include notification to the effect that a member to whom the offer is made who desires an allotment of shares in excess of the number of shares comprised in the offer should within twenty one days from the date of the offer state how many excess shares he desires to have. If one or more of the members to whom the offer is made do not accept the offer in respect of all the shares offered to them, the shares in respect of which no acceptance is received (the "excess shares") shall be applied in satisfying any request or requests for excess shares. In the event of the excess shares being insufficient in number to satisfy all the requests received for excess shares such request or requests for excess shares shall be satisfied to an extent in proportion as nearly as circumstances admit to the then existing holding of ordinary shares of the members making such requests. If any shares are not taken up by the

existing members in accordance with the provisions of this article then the directors may dispose of such shares to such persons and on such terms and conditions as they deem desirable and without prejudice to the foregoing generality they may allot such shares in payment for property sold or transferred or for services rendered to the Company or for such other consideration as the directors may think fit and the shares so allotted may be issued as, and shall be deemed to be, partly paid up or fully paid up shares.

- 4.3 The provisions of sections 89(1) and 90(1) to (6) of the Act (as the same may be modified or re-enacted) are hereby expressly excluded.

5. TRUSTS

The Company shall be entitled, but shall not be bound, to accept and, in the event of acceptance, shall be entitled to record in such manner as it may think fit, notices of any trusts in respect of any shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust whether expressed, implied, or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purposes of this provision "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the holder thereof or such other rights in case of transmission thereof as are hereinafter mentioned.

6. TRANSFER OF SHARES

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.

7. MEETINGS

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be two persons present and holding or representing by proxy in the aggregate at least one-half of the capital of the Company whose holders are entitled to be present and vote.

8. DIRECTORS

- 8.1 Unless otherwise determined by the Company in general meeting, the number of directors shall be not less than two.
- 8.2 A director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the members of the Company.
- 8.3 Each of the directors shall receive such fee, if any, as such director as the Company shall from time to time determine in general meeting.
- 8.4 All the directors shall be repaid all travelling, hotel and other expenses properly incurred by them in attending board meetings, or otherwise in connection with the business of the Company.
- 8.5 Any director who shall be unable to attend in person any meeting of the directors shall be entitled to participate in any such meeting by telephone or any other medium so long as all the directors shall be able to hear each other and any director so participating shall be counted in the quorum of the meeting and shall, subject to the provisions of these articles, be entitled to vote on any resolution put to the meeting.
- 8.6 Without restricting the generality of the powers conferred on the directors, the directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons

and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them and so that any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and may vote as a director in respect of the exercise of any of the powers by this article conferred upon the directors, notwithstanding that he is or may be or become interested therein.

8.7 A resolution in writing signed by all the directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the directors.

8.8 The holders of more than one half of the equity share capital of the Company shall be entitled at any time and from time to time by notice in writing to the secretary of the Company to appoint any person to be a director of the Company (without limit in number so appointed) and by like notice to remove any of the directors so appointed and at any time or times by like notice to appoint any other person to be a director in place of the director so removed or in place of any director who has died or vacated office in any way and who was originally appointed by them.

9. DIVIDENDS

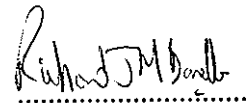
The Company may in general meeting declare dividends.

10. INDEMNITY

Subject to the provisions of the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in

the execution and discharge of his duties or in relation thereto. Regulation 118 Table A shall be extended accordingly.

What is contained on this and the preceding seven pages is a print of the Articles of Association as adopted by the Company by Special Resolution dated 14 November 1997.

A handwritten signature in dark ink, appearing to read "Richard J. M. Bond", is written over a horizontal dotted line.

Secretary