

FILE COPY



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

Company No. 3442228

The Registrar of Companies for England and Wales hereby certifies that
GALLAGHER 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 30th September 1997



N03442228C


MRS. L. PARRY

For the Registrar of Companies



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

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

GALLAGHER LIMITED



F012001J


I, MICHAEL BAXTER
of BLACKMORE SECRETARIAL SERVICES, BURNHAM, BEDS

† 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



Declared at 5 Chumock Close, BURNHAM, BEDS


the 2nd day of SEPT

One thousand nine hundred and ninety SEVEN

• Please print name.

before me • R.G. MILWSKY

Signed



Date

2. 9. 97

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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

Tel	
DX number	DX exchange

Companies House receipt date barcode

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

QUIVER

Comform Ltd Companies
Tel : 01222 228043 Forms on Disk

10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

Company Name in full



* F 0 1 0 0 C 9 0 *

First directors and secretary and intended situation of
registered office

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

Broadway House

21 The Broadway

Maidenhead

Berks

Postcode

SL6 1DJ

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

Address

Post town

County / Region

Pembroke Associates

Weir Bank

Bray on Thames

Maidenhead

Berks

Postcode

SL6 2ED

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.

		Tel	
DX number		DX exchange	

When you have completed and signed the form please send it to the
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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

Blackmore Secretarial Services Limited

NAME

* Style / Title

* Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

County / Region

Country

5 Crummock Close

Burnham

Berks

Postcode

SL1 6EN

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

Consent signature**Date**

02.09.97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

* Style / Title

* Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

County / Region

Country

5 Crummock Close

Burnham

Berks

Postcode

SL1 6EN

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**

02.09.97

Directors (continued) (see notes 1-5)


NAME	* Style / Title		* Honours etc	
	Forename(s)			
* Voluntary details	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County / Region	Postcode		
	Country			
	Day	Month	Year	
	Date of birth		Nationality	
	Business occupation			
	Other directorships			
	I consent to act as director of the company named on page 1			
	Consent signature		Date	

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed



Date

02.09.97

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

3442228

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

GALLAGHER

LIMITED



1. The name of the Company is GALLAGHER LIMITED.

2. The registered office shall be in England and Wales.

3. The objects of the Company are, wheresoever in the world:

(i) To carry on any trade, business or profession whatsoever.

(ii) Without prejudice to the generality of the objects and the powers of the Company derived from clause 3(I) above, the further objects of the Company are as follows, each clause being construed independently of any other:

(a) To acquire, hold and dispose of any property, investments, assets or obligations of whatsoever nature including: any interests in mortgages, charges, loans and debts; any interests in land; any interests in contracts of insurance; any interests in licensing agreements; any interests whatsoever in any other company, firm or business whether having similar objects or not.

(b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, registered designs, copyrights, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under licence or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(c) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(d) To act as agents, promoters or brokers and as trustees for any person, firm or Company, for any purpose whatsoever, and to offer and perform sub-contracts.

(e) To offer and perform the services of manufacturers, producers, repairers, wholesalers, retailers, distributors, designers, importers, exporters, consultants, agents and suppliers of any product or service whatsoever, and in all cases to, or in conjunction or in partnership with, any person or Company.

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(f) To offer, advise upon, and engage in any kind of commercial services whatsoever including, but in no way limited to: property finance and management services; purchasing, developing, managing and selling any interests in property (whether personally, chattels real or realty, and whether freehold, leasehold or otherwise); lending, hiring, borrowing anything (including money) whether with or without the granting or taking of security, and in all cases to, or in conjunction or in partnership with, any person or Company.

(g) To offer, advise upon and engage in any kind of training, technical support, consultancy, design, research, publishing, printing, advertising, marketing, management, evaluation, investigation and experimental activities whatsoever whether for the Company, the Company's clients or any other person.

(h) To provide payment to or for any person or purpose, whether connected with the Company or not, if such payment is deemed by the board of directors to be desirable. Inadequate consideration or value given to the Company be no bar to such payments, and gifts (whether charitable or not) shall be within this clause.

(I) To purchase, offer and perform services, and buy and sell interests in goods, form subsidiary companies, become a subsidiary company, and do all other things incidental, conducive or beneficial to offering the services and products of the Company or promoting or managing its interests generally.

4. The liability of the Members is limited.

5. 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 respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

SHARES TAKEN

Blackmore Secretarial Services Ltd
5 Crummock Close
Burnham
Berks

1



Dated this day 2nd Sept 1997



Settled and Witnessed by:
Sonia Baxter
5 Crummock Close
Burnham
Berks

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CLAUAGHER

LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

THE SEAL

2. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

3. The Company may exercise the powers conferred by section 39 of the Companies Act 1985 with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

PROCEEDINGS AT GENERAL MEETINGS


4. The quorum for transacting business at general meetings shall be one member.

5. Whether on a poll or a show of hands, votes may be given either personally or by proxy.

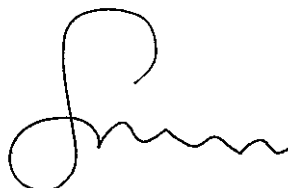
6. An instrument appointing a proxy shall be in writing and signed by the appointer but need not be in any particular form. It shall be delivered to the Company Secretary not less than twenty four hours before the time for holding the meeting.

PROCEEDINGS OF DIRECTORS

7. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number shall be one.
8. The directors shall decide how many shall constitute a quorum, but while ever their number is reduced to one director then one director shall constitute a quorum for all purposes.
9. The directors may not allot any share, except those subscribed for on incorporation, unless the allotment has been approved by ordinary resolution of the Company.
10. The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company. The directors may appoint additional directors, as may the Company by ordinary resolution.
11. A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
12. Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.



Blackmore Secretarial Services Limited
Subscriber to the Memorandum



Settled and Witnessed by:
Sonia Baxter
5 Crummock Close
Burnham
Berks

2nd Sept 1997