

FILE COPY



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

Company No. 3461641

The Registrar of Companies for England and Wales hereby certifies that  
WILLOUGHBY (153) 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 6th November 1997



\*N03461641C\*

  
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

WILLOUGHBY (153) LIMITED



\* F 0 1 2 0 C 2 0 \*

I,  
of

WILLOUGHBY CORPORATE REGISTRARS LIMITED

20 LOW PAVEMENT, NOTTINGHAM, NG1 7EA

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.

Duly authorised for and on  
behalf of Willoughby Corporate  
Registrars Limited

Declarant's signature

Declared at

2 KING STREET, NOTTINGHAM

the

TWENTY EIGHTH

day of

OCTOBER

One thousand nine hundred and ninety

SEVEN

† Please print name.

before me

NICHOLAS DAVID THOMAS PAYNE

Signed

Date

28.10.97

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.

FREETH CARTWRIGHT HUNT DICKINS

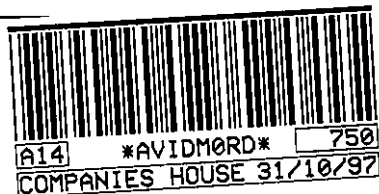
17-29 UPPER PARLIAMENT STREET, NOTTINGHAM

NG1 2AQ

Tel 0115 936 9369 (REF: KPJ)

DX number 10017

DX exchange NOTTINGHAM



A14 \*AVIDMORD\* 750  
COMPANIES HOUSE 31/10/97

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



# 10

Please complete in typescript,  
or in bold black capitals.

## First directors and secretary and intended situation of registered office

Company name in full



\* F 0 1 0 0 C 2 0 \*

WILLOUGHBY (153) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

EXPRESS BUILDINGS

29 UPPER PARLIAMENT STREET

Post town

NOTTINGHAM

County / Region

NOTTINGHAMSHIRE

Postcode

NG1 2AQ

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

FREETH CARTWRIGHT HUNT DICKINS

Address

EXPRESS BUILDINGS

29 UPPER PARLIAMENT STREET

Post town

NOTTINGHAM

County / Region

NOTTINGHAMSHIRE

Postcode

NG1 2AQ

Number of continuation sheets attached

2

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.

FREETH CARTWRIGHT HUNT DICKINS

29 UPPER PARLIAMENT STREET, NOTTINGHAM

NG1 2AQ

Tel

0115 9369369 (REF: KPJ)

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for companies registered in Scotland

DX 235 Edinburgh

Page 1




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COMPANIES HOUSE 31/10/97

## Company Secretary

Company name	WILLOUGHBY CORPORATE SECRETARIAL LIMITED		
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname		
	Previous forename(s)		
	Previous surname(s)		
Address	WILLOUGHBY HOUSE		
Usual residential address	20 LOW PAVEMENT		
For a corporation, give the registered or principal office address.	Post town	NOTTINGHAM	
	County / Region	Postcode	NG1 7EA
	Country	ENGLAND	
I consent to act as secretary of the company named on page 1			


Consent signature

 Date 28/10/97

For and on behalf of Willoughby Corporate Secretarial Limited

## Directors

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Forename(s)		
	Surname		
	Previous forename(s)		
	Previous surname(s)		
Address	WILLOUGHBY HOUSE		
Usual residential address	20 LOW PAVEMENT		
For a corporation, give the registered or principal office address.	Post town	NOTTINGHAM	
	County / Region	Postcode	NG1 7EA
	Country	ENGLAND	
	Day	Month	Year
Date of birth			Nationality
Business occupation			
Other directorships	SEE ATTACHED LIST		
I consent to act as director of the company named on page 1			
Consent signature			Date 28/10/97

For and on behalf of Willoughby Corporate Registrars Limited

## Directors (continued)

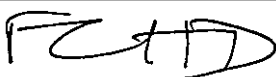
<b>NAME</b>	<b>*Style / Title</b>		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>			
	<b>Surname</b>			
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>Address</b>				
<b>Usual residential address</b>				
For a corporation, give the registered or principal office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

### This section must be signed by

#### *Either*

an agent on behalf  
of all subscribers

Signed



Date

28/10/97

*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

## 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.

**CONTINUATION SHEET**  
**FORM 10**

**Statement of first directors and secretary and intended situation of registered office**

**COMPANY NAME**

**WILLOUGHBY (153) LIMITED**

**OTHER DIRECTORSHIPS**

Willoughby (1) Limited  
Willoughby (2) Limited  
Willoughby (3) Limited  
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Willoughby (154) Limited  
Willoughby (155) Limited  
Freeth Cartwright Hunt Dickins Limited  
Coldseal Conservatories Limited  
Coldseal Rooflines Limited  
Creative Laces Limited  
Cypher Group Limited  
SCG (UK) Limited  
SCG (Grass Roots) Limited  
SCG (Management) Limited  
SCG (Events) Limited  
Table Works Limited  
Table Works (UK) Limited



THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WILLOUGHBY (153) LIMITED



855676  
855676

1. The name of the Company is "WILLOUGHBY (153) LIMITED" ("The Company").
2. The registered office of the Company will be situate in England.
- 3.1 The object for which the Company is established is to carry on business as a general commercial company.
- 3.2 Notwithstanding 3.1 the Company shall have in addition the following objects and powers:
  - 3.2.1 To carry on any other trade or business of a similar nature, or any trade or business which can in the opinion of the Company be conveniently carried on with, or, in addition to, the aforesaid object or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company;
  - 3.2.2 To purchase or otherwise acquire all or part of the business, property and liabilities of any company, society, partnership or person, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to conduct and carry on, or liquidate and wind up, any such business;
  - 3.2.3 To purchase, take on lease, exchange, hire, take options or otherwise acquire, hold and generally deal in land, buildings, easements or other interests in real estate, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company;
  - 3.2.4 To purchase or otherwise acquire, erect, maintain, reconstruct, alter and adapt any buildings, factories, offices, workshops, mills, plant, machinery and other

things found necessary or convenient for the purposes of the Company and to contribute to or subsidise the acquisition, erection, maintenance, reconstruction, alteration and adaptation of the same;

- 3.2.5 To apply for and take out, purchase, take on lease or hire or otherwise acquire any concessions, designs, trade marks, patents, patent rights or inventions, copyright or secret processes and licences which may be useful for the Company's objects, and to disclaim, modify, use and grant licences and privileges to use the same;
- 3.2.6 To manufacture, buy, sell, and generally deal in and with any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt in and with by the Company in connection with any of its objects;
- 3.2.7 To let on lease or on hire the whole or part of the real and personal property of the Company on such terms as the Company shall determine;
- 3.2.8 To issue, draw, accept, make, endorse, discount, execute and negotiate bills of exchange and promissory notes, and other negotiable instruments;
- 3.2.9 To borrow or raise money or secure obligations (whether of the Company or any other person) by the issue of debentures (whether at par or at a premium or discount), debenture stock (perpetual, redeemable or terminable), bonds, mortgages, charges or any other securities, founded or based upon all or any of the property and rights of the Company, present or future and including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise as the Company shall think fit and collaterally or further to secure any securities of the Company by a trust deed or other assurance 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; and 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 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;
- 3.2.10 To receive money on deposit or loan with or without allowance of interest thereon and on such terms as the Company may approve;
- 3.2.11 To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets of the Company, present or future and including its

uncalled capital, or by both such methods, the performance of the obligations and contracts of, and the payment of the capital or principal (together with any premium) or any dividends or interest on any debenture, stocks, shares or other security of, any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being a customer of the Company or which is for the time being the Company's holding or subsidiary company or otherwise associated with the Company in business;

3.2.12 To invest and deal with the monies of the Company not immediately required in or upon such investments or securities and in such manner as from time to time may be determined;

3.2.13 To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares, stock, debentures or other securities in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interest of this Company and to guarantee the contracts or liabilities of, subsidise, or otherwise assist, any such company;

3.2.14 To establish agencies in Great Britain and elsewhere, and to regulate and discontinue the same;

3.2.15 To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company or otherwise associated with the Company in business, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects for any exhibition or for any public, general or useful objects; and to establish, set up, support and maintain share option schemes, share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's holding or subsidiary company, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid;

3.2.16 To enter into and carry into effect any partnership or arrangement for joint working in business, or for sharing of profits, or for co-operation, with any other company, or any partnership, firm or person carrying on or proposing to

carry on any business within the objects of this Company;

- 3.2.17 To establish, promote (or concur in establishing or promoting) and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company or which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company;
- 3.2.18 To sell, transfer, exchange, let on rent, royalty or 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 whole or part of the business, property, assets and undertakings of the Company for any consideration which the Company may see fit to accept;
- 3.2.19 To distribute among its members in specie or otherwise as may be resolved any assets of the Company or any proceeds of sale or disposal of any assets and, particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company;
- 3.2.20 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 or partly in another, and generally on such terms as the Company may determine;
- 3.2.21 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;
- 3.2.22 To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities, of the Company 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 the Company or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- 3.2.23 To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's holding company or

for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful;

3.2.24 To do all or any of the foregoing in any part of the world and either as principal, sole proprietor, agents, contractors, trustees, nominees, or in conjunction with others and either by or through sub-contractors, agents or others;



3.2.25 Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them;

3.3 It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be limited by reference to or inference from, or deemed to be merely subsidiary to, the objects mentioned in any other sub-clause and the provisions of each sub-clause shall be carried out in as full and ample a manner and construed in as wide a sense as if each sub-clause defined the objects of a separate and distinct company;

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 ordinary shares of £1 each.

WE the several persons whose names, addresses and descriptions 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
Willoughby Corporate Registrars Limited Willoughby House 20 Low Pavement Nottingham NG1 7EA 	1
Willoughby Corporate Secretarial Limited Willoughby House 20 Low Pavement Nottingham NG1 7EA 	1

DATED THIS 28<sup>th</sup> DAY OF October 1997

WITNESS TO THE ABOVE SIGNATURES:-

Clare Harlow  
SECRETARY

Express Buildings  
29 Upper Parliament Street  
Nottingham  
NG1 2AQ

**THE COMPANIES ACT 1985**

**AND**

**THE COMPANIES ACT 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**WILLOUGHBY (153) LIMITED**

**PRELIMINARY**

- 1.(1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.
- (2) The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 24, 41, 46, 48, 64, 67, 73, 74, 75, 80, 94, 95, 96, 97.

**INTERPRETATION**

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

**SEAL**

3. Regulation 6 of Table A shall be modified so as to remove the reference to the Company seal.

Regulation 101 of Table A shall be modified by the insertion of the words ", if the Company has one," after the words "The seal" at the beginning of the Article.

**PRIVATE COMPANY**

4. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Article as they

apply for the purposes of the Act.

- 5.(1) All unissued shares of the Company, whether forming part of the original or any increased capital, shall be under the control of the Directors who (subject to the provisions of Section 89 of the Act) may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit but no shares shall be issued at a discount;
- (2) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority;
- (3) Unless and until the authority conferred by (2) above is revoked, renewed or varied:-
  - (a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the Company;
  - (b) such authority shall expire on the fifth anniversary of the date of the incorporation of the Company.

### **REDEMPTION OF SHARES**

6. Subject to the provisions of the Act shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before issue thereof.

### **LIEN**

7. The lien conferred by Regulation 8 of Table A shall also attach to:-
  - (a) fully-paid shares; and
  - (b) all shares whether fully-paid or not standing registered in the name of any person indebted or under liability (whether solely or jointly with others) to the Company (whether he shall be the sole registered holder thereof or shall be one of two or more joint holders) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such monies are presently payable or not.

### **TRANSFER OF SHARES**

8. The transferor shall be deemed to remain as holder of any shares which have been or are to be transferred until the name of the transferee is entered in the Register of Members in respect thereof.



9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not it is fully-paid.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 10.(1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.
- (2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting then the meeting shall be dissolved.
- 11.(1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- (2) A poll may be demanded:-
- (a) by the Chairman; or
  - (b) by a member (present in person or by proxy) having the right to attend and vote at the meeting; or
  - (c) by a duly authorised representative of a corporation.
- (3) The demand for a poll may, before the poll is taken, be withdrawn.
- (4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
12. On a show of hands or on a poll votes may be given either personally or by proxy.
13. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.
14. Any member who is entitled to participate in a general meeting or at any separate meeting of the holders of any class of shares in the Company may participate in such meeting by means of a conference telephone or other means of telephonic, radio or televisual communication whereby all the persons participating in the meeting can hear each other and any member participating in such a meeting by such means shall be deemed to be present in person at such meeting.

### **VOTES OF MEMBERS**

15. There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified

accordingly in its application to the Company.

16.(1) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-

- (a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or
- (b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

(2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

#### **NUMBER OF DIRECTORS**

17.(1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be subject to any maximum but need not exceed one.

(2) If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulations 88 to 90 of Table A shall not apply to the Company.

#### **ALTERNATE DIRECTORS**

18. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

#### **POWERS OF DIRECTORS**

19. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may exercise all the powers of the Company to borrow and to mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and 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.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

20. Regulation 81 of Table A shall be amended by substituting the following for paragraph (c):-

- "(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;"

### **PROCEEDINGS OF DIRECTORS**



21. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.
22. For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter, telex, cable or other similar means.
23. A Director who is in any way, whether directly or indirectly, interested in a contract (which in this Article shall be construed as including any transaction or arrangement, whether or not constituting a contract) or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning any contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and if he does so vote his vote shall be counted and he shall be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract shall come before the Directors or a committee of Directors for consideration.
24. Any Director who is entitled to participate in a meeting of the Board of Directors or a committee of the Board of Directors may participate in such meeting by means of a conference telephone or other means of telephonic, radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director participating in such a meeting by such means shall be deemed to be present in person at such meeting.

### **NOTICES**

25. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

### **INDEMNITY**

26. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
Willoughby Corporate Registrars Limited Willoughby House 20 Low Pavement Nottingham NG1 7EA 	1
Willoughby Corporate Secretarial Limited Willoughby House 20 Low Pavement Nottingham NG1 7EA 	1

DATED THIS 28<sup>th</sup> DAY OF October 1997

WITNESS TO THE ABOVE SIGNATURES:-

Claire Harlow  
SECRETARY

Express Buildings  
29 Upper Parliament Street  
Nottingham  
NG1 2AQ