

FILE COPY



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

Company No. 3484692

The Registrar of Companies for England and Wales hereby certifies that
BART 147 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 22nd December 1997



N03484692N

R. C. Edwards

R. C. EDWARDS

For the Registrar of Companies



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

HC007B

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

BART 147 LIMITED



* F 0 1 2 0 F 1 0 *

I, Richard George Brown
of Bart Management Limited, Saint Bartholomews, Lewins Mead, Bristol, BS1 2NH

† 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 ST BARTHOLOMEWS, LEWINS MEAD, BRISTOL

the 15th day of DECEMBER

One thousand nine hundred and ninety SEVEN

① Please print name.

before me ① BARBIE LEE HOBBS

Signed

Date

15 - 12 - 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.

Laytons
Saint Bartholomews, Lewins Mead, BRISTOL, , BS1 2NH

Ref: RGB/111334 Tel 0117 929 1626
DX number DX: 7895 DX exchange Bristol



A12 *A130H213* 615
COMPANIES HOUSE 16/12/97

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
or companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Package: 'Laserform'
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

Company Name in full



* F 0 1 0 0 F 1 0 *

Bart 147 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Third Floor, Saint Bartholomews, Lewins Mead,

Post town Bristol

County / Region Bristol

Postcode BS1 2NH

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

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.

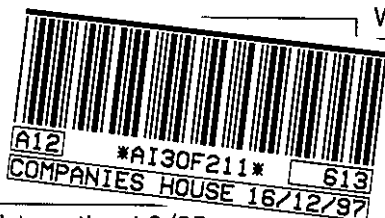
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Companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
Companies registered in Scotland DX 235 Edinburgh



Company Secretary ³ (see notes 1-5)

Company name Bart Secretaries 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 Bristol

County / Region Bristol

Postcode BS12NH

Country United Kingdom

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Bart Management Limited

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town Bristol

County / Region Bristol

Postcode BS1 2NH

Country United Kingdom

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

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****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**FOR AND ON BEHALF OF
BART MANAGEMENT LIMITEDFOR AND ON BEHALF OF
BART SECRETARIES LIMITED

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.

1000
2

3484692.

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

OF

BART 147 LIMITED

0021473

1. The name of the Company is : Bart 147 Limited
2. The registered office of the Company will be in England.
3. The Company's objects are:
 - (a) To carry on business as a general commercial company.
 - (b) To do anything whatsoever which may be considered expedient to enhance the value of or render profitable any of the property, rights, business or activities of the Company for the time being or to facilitate the attainment of any other of the objects of the Company herein stated or the business of the Company generally or in any respect.
 - (c) To acquire by any means and in any manner whatsoever any property or asset of any kind whatever and any rights, options, privileges and interests of any kind in or over any form of property or asset.
 - (d) To subscribe for, take, underwrite, place, purchase or acquire by any means whatsoever and to hold, sell, deal with and dispose of in any manner any shares (whether fully or partly paid) stock, debentures, debenture stock, bonds, obligations or other securities in or of any other body corporate, undertaking, government or authority whatsoever in any part of the world, and to cause any of the same to be vested in or held by nominees or a nominee for and on behalf of the Company and (subject always to the legal restrictions and requirements for the time being applicable) to purchase any shares or other securities of the Company.
 - (e) To purchase or acquire by exchange or otherwise and to undertake all or any part of the goodwill, business, undertaking, property, assets and liabilities of any person, firm or company and to conduct and to develop or wind up and liquidate such business and to purchase and take steps for the acquisition of existing and new licences in connection with any such business or to acquire an interest in, or

enter into partnership or into any arrangement for sharing profits or for cooperation or mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (f) To apply for, register, renew, purchase or otherwise acquire and protect any designs, secret processes, patents, patent rights, design protection, brevets d'invention, licences, concessions, trade marks, service marks and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or secret process which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to exercise, develop, disclaim, alter, modify, use and to manufacture under or grant licences or privileges in respect of or otherwise turn to account of the property, rights or information so acquired and to expend money in experimenting upon, testing and improving or seeking to improve any patents, inventions, secret processes or rights which the Company may acquire or propose to acquire.
- (g) To purchase, take in exchange or on lease, rent or hire, occupy or otherwise acquire, whether for investment or resale, any lands, manufactories, warehouses, mills, depots, shops, offices, dwellings and other buildings and premises, machinery, plant and stock-in-trade, mines, mineral rights, privileges, easements, licences or other rights or interests in or with respect to any land, buildings and premises or otherwise for the purposes of the Company and as to any purchase of land or buildings either in consideration of a gross sum or of a rent charge or partly in one way and partly in the other, or for any other consideration; and to grant and create in perpetuity or for a term of years only, rent charges or ground rents out of any part of the Company's real or leasehold property and to sell any property in consideration wholly or partly of a rent charge or ground rent and to sell, mortgage, redeem or otherwise deal with any such rents.
- (h) To improve, manage, repair, renew, construct, develop, assemble, exchange, let on lease, hire out, mortgage, sell, charge, dispose of, turn to account, grant licences, concessions, options, interests, rights and privileges over or in respect of and otherwise deal with the whole or any part or parts of the property, assets, rights and undertaking of the Company, (and in the case of any land at any time held by the Company without limitation to the foregoing to develop the same in particular by selling, leasing or otherwise disposing of the same by laying out and preparing the same for building purposes and by pulling down buildings and to drain, pave and build upon or otherwise extend or improve all or any part of the same).
- (i) To sell, exchange, lease, surrender, accept surrenders of leases and mortgage, charge, dispose of, turn to account or otherwise deal with or grant rights over or in respect of, for any purpose whatsoever, all or any part of the property and

rights of the Company and for any consideration of any kind (or for no consideration if such be expedient).

- (j) To promote any company or companies for any purpose which is or includes the acquisition by purchase, exchange or otherwise, of all or any of the undertaking, property and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company or to enhance the value of any property, and to subscribe for, place, underwrite, or otherwise acquire or procure the issue of any securities of any such company.
- (k) To manage, finance, control, co-ordinate and assist in any way, whether alone or jointly with any other or others, any body corporate in which the Company has any direct or indirect interest and to provide to any such body corporate services and facilities of any kind whatsoever and make such arrangements with or in respect of such body corporate, its business and activities as may seem expedient.
- (l) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in any business or transaction which the Company is authorised to carry on or engage in or in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to lend money to, guarantee the contracts of or otherwise assist or subsidise any such person or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same and to give to any person or company special rights and privileges in connection with or control over the Company and in particular the right to nominate one or more Directors of the Company.
- (m) To amalgamate with any other company having objects altogether or in part similar to those of the Company.
- (n) To sell or otherwise dispose of the undertaking, assets and property of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, partly or fully paid-up, debentures, debenture stock, bonds or securities of any other company having objects altogether or in part similar to those of the Company.
- (o) To deal with the monies of the Company not immediately required in such manner as may from time to time be determined, and so that the Company shall have without any limitation all the powers of investment and otherwise which it would have were it a natural person absolutely entitled to the same.
- (p) To lend money, grant credit and provide other financial assistance, with or without security and to such company, firm or persons and on such terms as may seem expedient, and to guarantee and otherwise secure, whether by personal covenant or by mortgage, charge, indemnity or otherwise in any manner whatsoever (whether or not for consideration) the payment of money and the performance of contracts and obligations of any other person or persons

whatsoever on whatever terms may be considered expedient and whether or not there is any immediately apparent benefit to the Company in so doing.

- (q) To render services, assistance and support of any kind to any person or body of persons on any terms and for any or no consideration and otherwise in all respects as may seem expedient.
- (r) To deal in foreign currencies in any manner and for any purpose whatsoever.
- (s) To borrow, receive, take on deposit or otherwise raise any money, or obtain any other form of financial assistance, for any purpose, in any manner and upon any terms.
- (t) To secure the payment of money and the performance of any obligation or liability whatsoever which the Company may undertake or which may become binding upon it (whether on its own account or that of another) in such manner as may be thought fit whether by mortgage, charge, standard security, lien, debenture, debenture stock, perpetual or otherwise charged upon any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem, exchange, vary, extend or pay off and from time to time re-issue any such securities.
- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To issue for such purpose and on such terms as may be thought fit any shares, debentures, loan stock and other securities of any kind whatsoever whether perpetual, redeemable, convertible or otherwise and carrying any rights and provisions thought appropriate.
- (w) To give to any officers or employees of the Company (or any subsidiary, holding or associate company of the Company) any share or interest in the profits of the Company's business or any branch thereof (whether through acquisition of any securities of the Company, by profit sharing schemes or otherwise howsoever) and for that purpose to enter into any arrangements the Company may think fit and to enter into any arrangements or agreement for sharing profits with all or any such officers and employees or granting to them commissions, privileges or other concessions and to grant pensions, annuities, gratuities, superannuation and other allowances, (including allowances on death) to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company, or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business with any of them and to the relations, connections or dependants of any such person, and to other persons whose service or services have directly or indirectly been of benefit to the Company (or any such holding company or subsidiary) or who the

Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support and subscribe to any charitable or public object, any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and provide facilities, advantages and services, and to make payment towards and establish and operate insurances, trusts, funds or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members and to subscribe, guarantee, lend or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members.

- (x) To remunerate in any manner whatsoever which may seem expedient any person, firm or company for services rendered or to be rendered to the Company.
- (y) To give, lend, provide or otherwise make available any money, assets, facilities, services or assistance of any kind whatsoever to or for any national, charitable, benevolent, educational, social, public, general or useful object, and to make or join in any arrangements or scheme whatsoever for or in connection with or wholly or partly for the benefit of any such object.
- (z) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (aa) To pay (directly or indirectly) all or any expenses incurred in connection with the formation, promotion or incorporation of the Company or of any other company or of or incidental to the winding-up of any company the whole or part of the property whereof is acquired by the Company, or in which the Company may be interested, or to contract with any person, firm or company to pay the same and to pay commissions, brokerages, fees and other payments for the underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- (bb) To distribute among the Members or any class or classes of the Members or any individual Member of the Company in specie any property of the Company, but so that no distribution amounting to a reduction of capital be made, except with the sanction (if any) for the time being required by law.
- (cc) To act as agents, brokers, trustees, factors and intermediaries and render any services or assistance and undertake any activity to or on behalf of any other person and to undertake and perform sub-contracts.
- (dd) To undertake and execute any trusts, the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (ee) To adopt such means of making known the Company its business or products or securing goodwill as may seem expedient and in particular by advertising in the press, by circulars, by purchase or exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations and to provide sponsorship, subsidies and assistance of any kind

whether cultural, educational, artistic, technical, financial or otherwise howsoever.

- (ff) To enter into any arrangements with any governments or authorities, (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them and to apply for, promote or obtain any Act of Parliament, charter, decree, order, licence, permit, privilege, certification, registration, franchise, rights, concessions or other authorisation of any kind to assist or enable the Company to carry any of its objects into effect or to effect any modification of the Company's constitution or for any other purpose which may seem expedient (and to carry out, exercise and comply with any of the same) and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the Company's interests.
- (gg) To procure the Company to be registered or recognised or be granted any form of public authorisation in any part of the world.
- (hh) Generally to do anything which a natural person might do.
- (ii) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or in any other capacity whatsoever and by or through trustees, attorneys, agents, sub-contractors or otherwise and either alone or in conjunction with others.
- (jj) To do all such things as may be thought incidental or conducive to the attainment of the above objects or any of them or of any of the powers given to it by the Act or by this clause.

And it is hereby declared that the word 'company' in this clause shall include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere, the word 'person' shall include any legal entity as well as any natural person and the word 'Act' shall mean the Companies Act 1985 as amended, repealed or re-enacted from time to time.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Members is limited.

5. The capital of the Company is £1000 divided into 1000 shares of £1 each with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or other special rights, privileges or conditions and with power from time to time to alter, modify or abrogate any preferential, deferred, qualified or other special rights, privileges and conditions for the time being attached to any class or classes of shares.

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 and addresses
of subscribers

Number of shares taken
by each subscriber

Bart Management Limited
Third Floor
Saint Bartholomews
Lewins Mead
Bristol BS1 2NH

One

Signed by Richard George Brown
for and on behalf of
Bart Management Limited



Bart Secretaries Limited
Third Floor
Saint Bartholomews
Lewins Mead
Bristol BS1 2NH

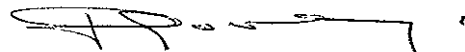
One

Signed by Richard George Brown
for and on behalf of
Bart Secretaries Limited



Dated 9 October 1997

Witness to the above signatures:



Paola Gourley
Third Floor
Saint Bartholomews
Lewins Mead
BRISTOL BS1 2NH

THE COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

BART 147 LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in or made applicable by Table A in the Schedule to the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No 1052) (hereinafter called "Table A") shall apply to the Company but in case of any variation or inconsistency between these Articles and Table A these Articles shall prevail.
2. References to Regulations are to regulations of Table A.
3. In Regulation 1 between the words "regulations" and "the Act" the words "and in any Articles adopting the same" shall be inserted.
4. In these Articles the expression the 'Act' means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

5. The initial share capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each.
6. The Directors shall have the power for the period of five years from the date of incorporation of the Company to allot relevant securities (as defined by section 80 of the Act), up to the limit of the unissued share capital of the Company. Pursuant to section 91 of the Act, section 89 (1) and sub-sections (1) to (6) of section 90 of the Act shall be excluded from applying to any allotment of equity securities (as defined by the said section 91) in the capital of the Company.

LIEN

7. Without prejudice to the lien conferred by Regulation 8, the Company shall have first and paramount lien on all shares for all monies presently payable by a member or his estate to the Company. The liens conferred by Regulation 8 shall attach to fully paid shares and to all shares registered in the name of any person so indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
8. The liability of any member in default in respect of a call shall be increased by the addition of the words "and all expenses incurred by reason of such non-payment" at the end of the first sentence of Regulation 18.

TRANSMISSION OF SHARES

9. The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within 30 days of the date of such notice the directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with and Regulation 31 shall be modified accordingly.

TRANSFER OF SHARES

10. The directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share whether or not it is a fully paid share and for the purposes of these Articles the expression "transfer" includes the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares and the first sentence of Regulation 24 is modified accordingly.

GENERAL MEETINGS

11. Every notice convening a general meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
12. No business shall be transacted at any general meeting unless a quorum is present. One person entitled to vote upon the business to be transacted being a member or a proxy for a member, or a duly authorised representative of a corporation, shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the adjourned meeting shall not proceed and shall be deemed not to have been convened. Regulations 40, 41 and 54 shall not apply.

13. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the directors may accept and:
- (a) in the case of an individual shall be signed by the appointor or his attorney; and
 - (b) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

The directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

DIRECTORS

14. Until otherwise determined by the Company in general meeting, 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, such director shall have authority to exercise all the powers and discretions vested in the directors generally and Regulation 70 shall be modified accordingly.
15. Section 293 of the Act shall not apply to the Company and a person shall be capable of being appointed and continuing to hold office as a director notwithstanding that he has attained the age of seventy or any other age and no special notice shall be required in relation to his appointment or reappointment.
16. The directors shall not be required to retire by rotation and accordingly:
- (a) Regulations 73 to 77 (inclusive) shall not apply to the Company; and
 - (b) Regulation 78 shall be ended at the words "as an additional director" and the succeeding words shall not apply to the Company; and
 - (c) Regulation 79 shall be ended at the end of the first sentence thereof and the succeeding sentence shall not apply to the Company.

POWERS AND PROCEEDINGS OF DIRECTORS

17. Subject to the Act, a director may vote at a meeting of directors or of a committee of directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions in Section 317 of the Act. Compliance with Section 317 of the Act shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86. Regulations 94 to 97 (inclusive) shall not apply to the Company.
18. The directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or

have been directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Regulation 87 shall not apply to the Company.

19. The directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the directors and the directors (including alternate directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Regulations 82, 83 and 84 shall be amended accordingly.
20. Any director who, by request of the directors, performs special services for any purpose of the Company which in the opinion of the directors is outside the normal scope of such director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine, which shall be charged as part of the company's ordinary revenue expenses.
21. Any director or member of a committee of directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.
22. The directors may meet together for the despatch of business, adjourn and, subject as hereinafter provided, otherwise regulate their meetings and proceedings as they think fit. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. Notice of meetings of the directors shall be given to all directors. In the case of a director residing outside or absent from the United Kingdom, notice shall be given in writing to such director's address for the time being supplied for the purpose to the secretary of the Company by such director or, if no such address has been supplied, his last known address. Regulation 88 shall be amended accordingly. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 shall not apply.
23. In Regulation 93 "writing" shall include telex, facsimile transmission and cablegram and any other means of reproducing words in tangible permanent form in each case shall be deemed to be signed by a director if his name appears at the foot thereof.

ALTERNATE DIRECTORS

24. An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors and shall be entitled to receive notices of all meetings of the directors and to attend speak and vote at any such meeting at which his appointor is not present. Regulation 66 shall be amended accordingly.

25. One person may act as an alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
26. Any appointment or removal of an alternate director may be made by cable, telex, facsimile transmission, telegram or radiogram or in any other manner approved by the directors. Any cable, telex, telegram, facsimile transmission or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile. Regulation 68 shall not apply.
27. If a director making any such appointment as aforesaid shall cease to be a director otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director. Regulation 67 shall not apply.
28. An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

BORROWING POWERS

29. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof without limit and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

EXERCISE OF SHAREHOLDERS' RIGHTS

30. Any member of the Company, empowered under these Articles to give or join in giving any notice to the Company, may sign such notice either personally or by his attorney or other agent duly authorised in writing in that behalf, or, being a corporation, under the hand of some person duly authorised by the board of directors or other governing body of that corporation. Every such notice shall take effect from the time of its receipt by the Company and may consist of several documents each signed by one or more such members.

SECRETARY

31. The secretary shall be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The directors may appoint two or more joint secretaries and may also from time to time appoint on such terms as they think fit one or more assistant secretaries and may remove the same from

office. Joint and assistant secretaries shall exercise and share the duties of secretary as from time to time determined by the board of directors.

INDEMNITY

32. Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which in such capacity he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 under Section 727 of the Act, in which relief is granted to him by the Court, and no director or other officer shall be liable for the loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by Section 308 of the Act. Regulation 118 shall not apply.
33. The Directors shall have the 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.
34. Regulation 118 shall not apply to the Company.

THE SEAL

35. If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 shall not apply.
36. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

NAMES AND ADDRESSES OF SUBSCRIBERS

Bart Management Limited
Third Floor
Saint Bartholomews
Lewins Mead
Bristol BS1 2NH

Signed by Richard George Brown
for and on behalf of
Bart Management Limited



Bart Secretaries Limited
Third Floor
Saint Bartholomews
Lewins Mead
Bristol BS1 2NH

Signed by Richard George Brown
for and on behalf of
Bart Secretaries Limited



Dated 9 October 1997

WITNESS to the above signatures:

Paola Gourley
Third Floor
Saint Bartholomews
Lewins Mead
Bristol BS1 2NH

