

FILE COPY



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

Company No. 3522163

The Registrar of Companies for England and Wales hereby certifies that
DIPLEMA 390 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 4th March 1998



N035221639

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



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

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

DIPLEMA 390 LIMITED



F012001J

I, MARTIN WEBSTER

of 9 WEST SQUARE, LONDON SE11 4SN

† 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

Martin Webster

Declared at

150 Bowditch Road, London E21

the

twenty sixth

day of

February

One thousand nine hundred and ninety

eight

• Please print name.

before me •

Mark Andrew McQuillan MARK ANDREW M^CQUILLAN

Signed

Mark Andrew McQuillan

Date

26th February 1998

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.

BIDDLE (REF: 16)

1 GRESHAM STREET, LONDON

EC2V 7BU

Tel 0171-606-9301

DX number 1008

DX exchange LONDON

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



10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

DIPLEMA 390 LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 GRESHAM STREET

Post town

County / Region

LONDON

Postcode

EC2V 7BU

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

BIDDLE

Address

1 GRESHAM STREET

Post town

County / Region

LONDON

Postcode

EC2V 7BU

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.

BIDDLE (REF:16)

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

DIPLEMA 390 LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

MARTIN

Surname

WEBSTER

Previous forename(s)

NONE

Previous surname(s)

NONE

Address

9 WEST SQUARE

Usual residential address

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

Post town

County / Region

LONDON

Postcode

SE11 4SN

Country

UNITED KINGDOM

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

Consent signature

Martin Webster

Date

24.2.1998

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

JONATHAN ANDREW

Surname

REARDON

Previous forename(s)

NONE

Previous surname(s)

NONE

Address

WESTFIELD, LATCHMORE BANK

Usual residential address

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

Post town

NR BISHOP'S STORTFORD

County / Region

HERTS

Postcode

CM22 7PH

Country

UNITED KINGDOM

Day Month Year

Date of birth

09

04

59

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

NONE

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

Consent signature

JA Reardon

Date

24.2.1998

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	MARTIN		
	Surname	WEBSTER		
	Previous forename(s)	NONE		
	Previous surname(s)	NONE		
Address	9 WEST SQUARE			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County / Region	LONDON	Postcode	SE11 4SN
	Country	UNITED KINGDOM		
	Date of birth	Day 01	Month 07	Year 58
		Nationality		BRITISH
	Business occupation	SOLICITOR		
	Other directorships	NONE		
	I consent to act as director of the company named on page 1			
Consent signature	Mark Webster		Date	24.2.1998

This section must be signed by
Either

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was:**

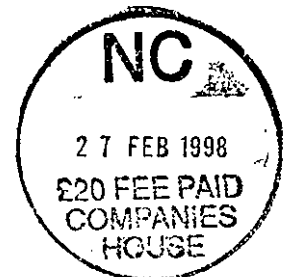
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

752465

The Companies Act 1985



PRIVATE COMPANY LIMITED BY SHARES

0036837

MEMORANDUM OF ASSOCIATION

of

DIPLEMA 390 LIMITED

1. The Company's name is "DIPLEMA 390 LIMITED".
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-
 - (A) To carry on business, and to act as merchants, bankers, traders, commission agents, carriers, or in any other capacity, in the United Kingdom or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise.
 - (B) To acquire and take over for any consideration the whole or any part of the undertaking, property, rights and liabilities of any person or company the acquisition of which appears capable of being advantageously or conveniently employed in connection with or by way of extension of any business of the Company or otherwise suitable for its purposes.
 - (C) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends

and other moneys payable on or in respect of any stocks, shares or securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being 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.

- (D) To take or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities or obligations in any other company having objects altogether or in part similar to those of this Company, or engaged or proposing to engage in any business or activity capable of being conducted so as directly or indirectly to benefit this Company.
- (E) To promote or concur in promoting any other company whose objects shall include the acquisition of all or any of the property, rights or liabilities of this Company, or the promotion of which may seem calculated directly or indirectly to benefit this Company, and to acquire and hold shares, stock, debentures, debenture stock or other securities or obligations of any such company.
- (F) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may consider necessary or convenient, and to construct, maintain and alter any buildings or works and develop and turn to account and deal with the same or any other property acquired as aforesaid in such manner as may be considered expedient.
- (G) To develop, manage, improve, farm and assist in developing, managing, improving or farming any land or other property belonging to the Company, or in which the Company is interested, and for that purpose to grant and agree to grant or accept leases of every description, and to make advances, and to enter into guarantees, and generally to make such arrangements as may be considered expedient.
- (H) To borrow or raise or secure the payment of money and interest thereon in any manner and upon any terms, and for such purposes, or any other purposes, to issue debentures or debenture stock, perpetual or otherwise, and to mortgage or

charge all or any of the Company's property or rights, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other instrument.

- (I) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (J) To apply for and accept allotments of, and to buy and sell and to deal in and dispose of shares, stock, debentures, debenture stock, or other securities or obligations of any company.
- (K) To issue any shares, stock, debentures, debenture stock or other securities or obligations which the Company has power to issue, by way of security or indemnity, to any person whom the Company has agreed or is bound to indemnify, or in satisfaction of any liability.
- (L) To provide remuneration, rewards, incentives and facilities of every description for the present and former officers, executives and other employees of the Company and of any of its subsidiary and associated companies, and in particular to establish and contribute to any funds or schemes for the provision of pensions, life and other insurance and similar benefits for, and to pay gratuities and allowances to, any of such persons and members of their families and their dependants, and to establish and finance any schemes for the time being authorised by law for the acquisition by any of such officers, executives and employees of shares or loan capital of the Company or its holding company or any interest therein.
- (M) To sponsor, subsidise or guarantee money for any charitable or benevolent purpose or for any cultural or sporting event, exhibition or performance, or for any public or useful object, either alone or in conjunction with others.
- (N) To apply for, purchase or otherwise acquire any patents, trade or service marks, names, designs, concessions, licences and the like, conferring any right to use, or any secret or other information which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company,

and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.

- (O) To lend money and grant or provide credit and financial accommodation to any person or company.
- (P) To invest any moneys of the Company not required for the purposes of its business in such investments, securities or other assets as may be thought expedient.
- (Q) To enter into any partnership or co-operate with any person or company engaged or interested or about to become engaged or interested in any activity from which this Company would or might derive any benefit, whether direct or indirect, and to amalgamate with any other company.
- (R) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock, or other securities or obligations of any other company, whether promoted by this Company for the purpose or not.
- (S) To take all appropriate steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for any purpose of the Company, or for furthering the interests of its members, and to oppose any such steps taken by any other person or company which may seem calculated, directly or indirectly, to prejudice the interests of this Company or its members.
- (T) To procure the registration of the Company in or under the laws of any place outside England, and to establish local registers and business branches in any part of the world.
- (U) To distribute any of the Company's property among the members in specie.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and

either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

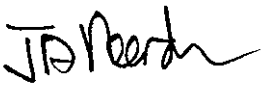
- (W) To do all such other things as, in the opinion of the Board of Directors of the Company, are incidental or as may be thought conducive to the attainment of the above objects or any of them.
- (X) To carry on any other business or activity which, in the opinion of the Board of Directors of the Company, is or may be capable of being conveniently carried on in connection with, or likely directly or indirectly to enhance the value of, any existing business, property or rights of the Company.

And it is hereby declared that the word "company" in this clause and in the Articles of Association for the time being of the Company, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 ordinary 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 opposite our respective names.

NAMES AND ADDRESSES	Number of Shares taken by each subscriber
---------------------	---

 JONATHAN ANDREW REARDON Westfield Latchmore Bank Little Hallingbury Nr Bishop's Stortford Hertfordshire CM22 7PH	One
---	-----

 MARTIN WEBSTER 9 West Square London SE11 4SN	One
---	-----

Dated *24 February* 1998

Witness to the above signatures:-

Sharon O'Brien
1 Gresham Street
London EC2V 7BU



The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DIPLEMA 390 LIMITED

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") constitute the Articles of Association of the Company.
2. Regulations 8, 24, 73 to 80 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

ALLOTMENT OF SHARES

4. For the period of five years from the date of incorporation of the Company the shares specified in Article 3 for the time being unissued shall be at the disposal of the Directors who are hereby authorised to offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine and Section 89(1) of the Companies Act 1985 shall not apply in relation to such shares.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

LIEN

6. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.

DIRECTORS

7. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

8. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

9. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

10. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.

NAMES AND ADDRESSES OF SUBSCRIBERS

JA Reardon

JONATHAN ANDREW REARDON
Westfield
Latchmore Bank
Little Hallingbury
Nr Bishop's Stortford
Hertfordshire
CM22 7PH

Martin Webster

MARTIN WEBSTER
9 West Square
London
SE11 4SN

Dated *24 February* 1998

Witness to the above signatures:-

Sharon O'Brien
1 Gresham Street
London EC2V 7BU

Sharon O'Brien