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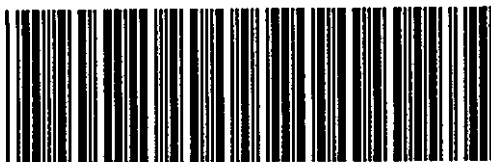
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3527965

The Registrar of Companies for England and Wales hereby certifies that
C.G.P.M. 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 16th March 1998



N035279650

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

*Please complete in typescript,
or in bold black capitals.*

Declaration on application for registration

Company Name in full

C.G.P.M. LIMITED



F012001J

I, B. Olsberg

of 22 New Hall Avenue, Salford M7 4HR

† 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 Manchester

the 27th

day of February

One thousand nine hundred and ninety

eight

• Please print name.

before me •

G. RECHNITZER

Signed

G. Rechitzer

Date

27/2/98

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

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

Tel	
DX number	DX exchange

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



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

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

C.G.P.M. LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

C/O B. Olsberg & Co.

35 Whitworth Street West

Post town

Manchester

County / Region

~~Index~~

Postcode

M1 5NG

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.

C/O B. Olsberg & Co.

35 Whitworth Street West

Manchester M1 5NG Tel 0161-228-1407

DX number

DX exchange

Companies House receipt date barcode

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

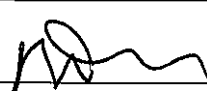
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

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

for companies registered in Scotland

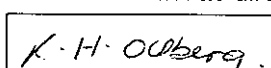
DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		C.G.P.M. LTD.	
NAME	*Style / Title	Mr	*Honours etc F.C.A.
* Voluntary details	Forename(s)	Bernard	
	Surname	Olsberg	
	Previous forename(s)		
	Previous surname(s)		
Address		22 New Hall Avenue	
Usual residential address For a corporation, give the registered or principal office address.			
	Post town	Salford	
	County / Region	Lancs	Postcode M7 4HR
	Country	England	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 27 Feb 98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mrs	*Honours etc
	Forename(s)	Rachel Hannah	
	Surname	Olsberg	
	Previous forename(s)		
	Previous surname(s)		
Address		22 New Hall Avenue	
Usual residential address For a corporation, give the registered or principal office address.			
	Post town	Salford	
	County / Region	Lancs.	Postcode M7 4HR
	Country	England	
Day Month Year			
Date of birth	28	02	48 Nationality British
Business occupation	Estate Agency		
Other directorships	Elderlene Limited		
I consent to act as director of the company named on page 1			
Consent signature			Date 27 Feb 98

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
	Address			
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County / Region		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				
(i.e those who signed as members on the memorandum of association).	Signed	L.H. Oberg.	Date	27 Feb 86
	Signed	Handwritten signature	Date	27 Feb 86
	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.

3527965

COMPANIES ACT, 1985



COMPANY LIMITED BY SHARES

Memorandum of Association
OF
C.G.P.M. LIMITED

0039595

1. The Company's name is C.G.P.M. Limited.
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:

(A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehouseman, storage contractors, shipping and forwarding agents; dealers in property and estates, property developers, property managers; estate agents, insurance agents and brokers, accountants, financiers, financial agents and to act as nominee, trustee agent, factor, broker, executor, administrator receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths, motor engineers; garage proprietors; car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers; fishmongers and poultry merchants, farmers; florists horticulturists; bakers; confectioners, tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers; market research specialists, business advisers, mail order specialists; dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors; provision of security services plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring and exclusive or non-exclusive or limited right of use or any secret or other information as to any invention 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 use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the under-taking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person, firm or company rendering services to the company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry any business, which this of this company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

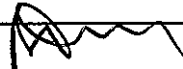
(V) To do all such other things as may be deemed incidental or conducive of the attainment to the above objects or any of them.

4. The liability of the members is limited.

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

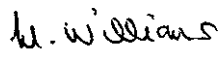
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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.

Name, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber (in words)
B. OLSBERG  35 Whitworth Street West Manchester M1 5NG Chartered Accountant	one
 R.H. OLSBERG 35 Whitworth Street West Manchester M1 5NG Estate Agent	one

DATED the 27th February 1998

WITNESS to the above Signatures:-

M Williams 
26 Ashdene Road
Withington
Manchester

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

Articles of Association

of

C.G.P.M. LIMITED

PRELIMINARY

1. The company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained or incorporated in The Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company (hereinafter referred to as "Table A") shall apply to the company.

2. Regulations 60, 61, 64, 73, 74, 75, 81(e), 89, 94, 95, 96, 97, and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CAPITAL

3. The Company is a private company limited by shares, within the meaning of the Act.

4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this article.

6. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

APPOINTMENT OF DIRECTORS

7. The first director or directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

8. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors shall not be subject to any maximum, but shall be not less than one.

9. A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no director shall be liable to vacate office by reason only of his having attained that age or any other age.

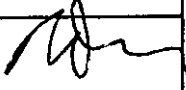
PROCEEDINGS OF DIRECTORS

10. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

11. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed shall, unless one director only is in office, be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

SECRETARY

12. The first secretary of secretaries of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

Names, Addresses and Descriptions of Subscribers	
B. OLSBERG 35 Whitworth Street West Manchester M1 5NG Chartered Accountant <i>L. H. Olsberg</i>	
R.H. OLSBERG 35 Whitworth Street West Manchester M1 5NG Estate Agent	

DATED the 27th February 1998
WITNESS to the above Signatures:-

M Williams *M. Williams*
26 Ashdene Road
Withington
Manchester