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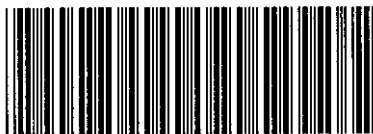
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3552508

The Registrar of Companies for England and Wales hereby certifies that
BARFAIR 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 24th April 1998



N03552508F

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

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

BARFAIR LIMITED



* F 0 1 2 0 F 1 0 *

I, JOHN RONALD MURPHY of NOMINEE DIRECTORS LTD.
of 3 Garden Walk, London EC2A 3EQ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Sole Director engaged in the~~
~~Information 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 "The Conifers" 16 Reading Road, Farnborough, GU14 6NA

the seventeenth day of April

One thousand nine hundred and ninety eight

● Please print name.

before me●

J.P. KIRBY

Signed

Date

17.04.98

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.

STL PROFESSIONAL SERVICES LTD.

Edbrooke House, St. Johns Road,

Woking GU21 1SE

01483 715355

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

First directors and secretary and intended situation of registered office

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

Company Name in full

BARFAIR LIMITED



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

(PO Box numbers only, are not acceptable)

3 GARDEN WALK

Post town

LONDON

County / Region

Postcode

EC2A 3EQ

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

STL Professional Services Limited

Address

DX 42200 WOKING (KNAPHILL)

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.

STL Professional Services Limited
Edbrooke House
St. Johns Road
WOKING, GU21 1SE

Tel 01483 715355

DX number 42200

DX exchange WOKING (KNAPHILL)

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

BARFAIR LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Not applicable

Surname

NOMINEE SECRETARIES LTD.

Previous forename(s)

Not applicable

Previous surname(s)

None

Address

3 GARDEN WALK

Usual residential address

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

Post town

County / Region

LONDON

Postcode

EC2A 3EQ

Country

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

Consent signature

On behalf of NOMINEE SECRETARIES LTD.

Date

17-4-98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Not applicable

Surname

NOMINEE DIRECTORS LTD.

Previous forename(s)

Not applicable

Previous surname(s)

None

Address

3 GARDEN WALK

Usual residential address

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

Post town

County / Region

LONDON

Postcode

EC2A 3EQ

Country

Day Month Year

Date of birth

-- -- --

Nationality

REG. CARDIFF

Business occupation

LIMITED COMPANY

Other directorships

NONE

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

Consent signature

On behalf of NOMINEE DIRECTORS LTD.

Date

17-4-98

(see notes 1-5)

*Honours etc

Surname

* Voluntary details

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

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.

1008
4

The Companies Acts 1985 and 1989
Private Company Limited by Shares



MEMORANDUM OF ASSOCIATION

- OF -

0448922

BARFAIR LIMITED

1. The Company's name is BARFAIR LIMITED
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-
 - A. (1) To carry on business as a general commercial Company.
(2) Without prejudice to the generality of the foregoing object and the powers derived from Section 3A of the Act the Company has power to do all or any of the following:-
 - B. To purchase, take on lease, exchange, hire or otherwise acquire, hold, traffic in, and generally deal in lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property whatsoever and wheresoever for such consideration and upon such terms as may be deemed expedient.
 - C. To erect, construct, lay down, alter, enlarge, convert, replace and maintain, whether permanent or temporary, any structure, building, works, machinery, whether as principal or agent, contributor or partner.
 - D. To borrow, raise, and to secure the payment of monies in such manner as the Company shall think fit, in particular to borrow monies by the issue of debentures or debenture stock, to secure monies borrowed, or any other obligations of the Company by mortgage, charge or other security on all or any of the Company's undertaking, property, assets, goodwill, book or other debts, including future property and uncalled capital.

- E. To apply for, purchase, develop or otherwise acquire any patents, licences, trade marks and the like, conferring exclusive, non-exclusive or limited right of user to any secret or other information and to any invention which may be calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise to turn to account any rights and information so acquired.
- F. To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.
- G. To issue, place, underwrite, guarantee or assist in the subscription of shares, debentures, debenture stock, bonds, securities of the Company upon such terms and conditions as may from time to time be agreed upon.
- H. To sell, lease, exchange, dispose of, turn to account or otherwise deal in the whole or any part of the undertaking of the Company for any consideration as may be considered expedient.
- I. To invest and deal with the monies of the Company not immediately required in such manner and upon such conditions as may from time to time be determined.
- J. To make advances, or give credit, to customers and others with or without security and to act as financiers and bankers generally as may be considered beneficial to the Company.
- K. To accept, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and any other negotiable instruments whatsoever.
- L. To amalgamate, enter into partnership or arrangement for sharing profits with any firm, person or company which is, or intends to, carry on any business which is compatible with the objects of the Company.
- M. To acquire the undertaking, property, assets, trade marks, goodwill and transactions generally of any business whether carried on by a company, firm, person or other which can be carried on, directly or indirectly, in conjunction with or to the benefit of the Company.
- N. To accept shares, stock, property or other securities in lieu of, or in part, for any services or goods supplied by the Company.
- O. To join, form, subscribe to any trade association, trade indemnifiers, whether governmental or otherwise, guild, professional body or other association with a view to the protection, furtherance and benefit of the interests of the Company.

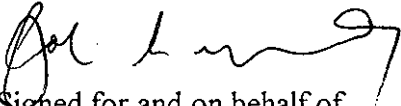
- P. To establish, support or aid in the establishment and support of associations, clubs, institutions, funds, trusts, schemes, gratuities and allowances calculated to be beneficial to the officers, ex-officers, employees and ex-employees, and their dependants, as the Company may see fit.
- Q. To distribute among the members in specie any property of the Company or proceeds of sale or disposal thereof, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to any reduction may be made except with the sanction of any provision required by law.
- R. To do any or all of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other company or person, by or through any factors, trustees or agents.
- S. Generally to do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property, assets or rights, or otherwise likely in any respect be advantageous to the company.
- T. To carry on any other trade or profession which can, in the opinion of the Company, be conveniently carried on with, or in addition to, any of the aforesaid objects.

AND it is hereby declared the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body or persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and further the intention is that the objects specified in each sub-clause of this clause shall not, except where otherwise expressed in such sub-clause, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the company. None of the sub-clauses of the objects herein specified or the powers hereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause of this clause, and the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed, do not fall within the objects of the first sub-clause of this clause. Any reference herein to "the statutes" shall be a reference to the Companies Act 1985 and every statutory modification and re-enactment thereof and every other act for the time being in force concerning companies and affecting the company.

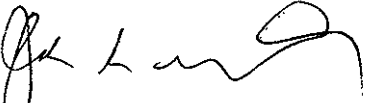
4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1000 shares of £1 each.

We, the subscribers to the memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF THE SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
---	---


Signed for and on behalf of
NOMINEE DIRECTORS LTD.
3 Garden Walk,
London EC2A 3EQ.

ONE


Signed for and on behalf of
NOMINEE SECRETARIES LTD.
3 Garden Walk,
London EC2A 3EQ.

ONE

Dated this 17 April 1998

WITNESS to the above signatures :-



Debra Carew
Edbrooke House
St. Johns Road
Woking
Surrey GU21 1SE

The Companies Acts 1985 and 1989
Private Company Limited by Shares

ARTICLES OF ASSOCIATION

- OF -

BARFAIR LIMITED

PRELIMINARY.

1. (a) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

(b) The Regulations contained in Table A as comprised in the Companies (Tables A to F) Regulations 1985 as modified from time to time ("Table A") shall apply to the Company subject to any exclusion or modification hereinafter expressed. Regulations 24, 46, 73-77, 79, 80, 94-97, 101 and 113 shall not apply to the Company.

PRIVATE COMPANY.

2. The Company is a Private Company. Accordingly, no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for shares in or debentures of the Company and the Company shall not allot or agree to allot (whether for cash or otherwise) shares in or debentures of the Company with a view to all or any of them being offered for sale to the public.

ALLOTMENT OF SHARES.

3. (a) The Directors of the Company may, within a period of five years from the date of incorporation of the Company, exercise the Company's power to allot, grant options over or otherwise dispose of all or any of the unissued shares in the capital of the Company.

(b) Subject to the provisions of the Act, the Company in general meeting may by Ordinary resolution extend such authorisation or modify the duration thereof, provided that such Resolution complies with the Act.
4. (a) Subject to any direction given by the Company in general meeting all shares to be issued shall be first offered to the existing members in proportion to the shares already held by them. The said offer shall be in writing, stating the number of shares the member is entitled to and stating the time limit (being not less than 21 days) whereafter the offer is deemed to have been declined.

(b) Sections 89(1) and 90(1) to (6) of the Act shall not apply to the allotment of any equity security in the Company.

LIEN.

5. Regulation 8 of the Table A shall be amended by the words "(not being a fully paid share)" being omitted.

TRANSFER OF SHARES.

6. (a) No share or beneficial ownership of a share shall be transferred to any person who is not a member of the family (as hereinafter defined) of the member transferring the share unless and until the rights of pre-emption hereinafter conferred shall have been exhausted. "Member of the family" shall mean a spouse, parent, child, or grandchild (whether natural or adopted) of the member.

(b) A member ("the transferor") desiring to transfer shares otherwise than in accordance with Article 6(a) above shall give written notice ("the Transfer Notice") to the company of such intention. The Transfer Notice shall give particulars of the shares to be sold and may require that all the shares specified in the Transfer Notice be sold. The Transfer Notice shall constitute the Directors of the company agents for the transferor for the purpose of selling such shares to the existing members of the company at such price as shall be agreed between the Directors and the transferor or, failing such agreement, at the price fixed by an independent chartered accountant appointed, in the absence of agreement, by the President for the time being of the Institute of Chartered Accountants. The said accountant shall act as an expert and not as an arbitrator and his decision shall be final and binding. He shall value the shares as at the date of the Transfer Notice and without any discount for the fact that they may constitute a minority shareholding and without any enhancement for the fact that they may constitute a majority shareholding. The costs of the accountant's valuation shall be borne by the company unless the accountant shall otherwise direct. A Transfer Notice once given may be withdrawn only with the consent of the Directors, but such consent shall not be unreasonably withheld.

(c) The Directors shall offer the shares specified in the Transfer Notice to the members of the company in proportion as if the shares were to be disposed of by allotment under Article 4(a) and the transferor were not a member.

(d) If within twenty-eight days from the date of the Transfer Notice the Directors are unable to find a member or members willing to purchase any of the shares (or all of them if the Transfer Notice so requires) the transferor may dispose of so many shares as shall remain (or all of the shares if the Transfer Notice required all shares to be sold), in any manner and to any person he may think fit.

(e) The transferor shall be bound upon payment of the price due in respect thereof to transfer the shares specified in the Transfer Notice to the member or members willing to purchase shares.

(f) In the event that a person refuses to transfer any shares which by reason of these Articles he has become obliged to transfer, the Directors may appoint a person to execute such transfer on behalf of the defaulting transferor and the company may receive payment for such shares on behalf of the defaulting transferor and the company's receipt shall operate as a good discharge to the purchaser and the defaulting transferor shall be obliged to deliver to the company the share certificates (if any) held by him in respect of those shares.

(g) The Directors may refuse to register the transfer of any share which is not made in accordance with the provisions of this Article whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS.

7. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by any other person present in person or by proxy.
8. Business may be transacted at any meeting at which a quorum is present at the time the meeting proceeds to business and Regulation 40 and 41 of Table A shall be modified accordingly.

SECRETARY.

9. The first Secretary shall be as named in the statement delivered pursuant to Section 10 of the Companies Act 1985.

DIRECTORS.

10. The number of Directors shall be not less than one nor more than seven. The first Directors shall be as named in the statement delivered pursuant to Section 10 of the Companies Act 1985. A sole Director may exercise all the powers of the Directors and Regulations 64, 89 and 90 of Table A shall be modified accordingly.
11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of having attained that or any other age.
12. No person shall be appointed or re-appointed a Director at any general meeting unless:-
 - (a) he is recommended by the Directors; or
 - (b) not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

13. The Directors may appoint a person who is willing to act as 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.
14. Subject to the provisions of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his appointment to any office of place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered. Regulation 85 of Table A shall be modified accordingly.

BORROWING POWERS.

15. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled Capital, or any part thereof, and may, subject to Article 3, issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or any third party.

INDEMNITY INSURANCE.

16. Subject to the provisions of the Act but without prejudice to any assurance or indemnity to which a Director or other officer (or auditor) of the company may otherwise be entitled:
 - (a) the company shall be permitted to purchase and maintain for every Director or other officer of the company insurance against any liability which by virtue of any rule of law would attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the company in accordance with section 310 (3)(a) of the Act and the Directors shall be entitled to exercise the aforesaid power to purchase and maintain insurance;
 - (b) every Director or other officer of the company shall be indemnified out of the assets of the company against 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 144 or section 727 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company;
 - (c) Regulation 118 of Table A shall not apply to the company;
 - (d) every director or other officer of the company shall be indemnified out of the assets of the company against any loss or liability which he may sustain or incur in or above the execution of the duties of his office or otherwise in relation thereto.

EXECUTION OF DOCUMENTS.

17. The company seal, if any, shall only be used by the authority of the Directors or of a committee of Directors duly authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless and otherwise determined it shall be signed by a Director and the Secretary or by a second Director and expressed (in whatever form of words) to be executed by the Company and has the same effect as if executed under the seal of the Company. Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

NOTICES.

18. A notice may be given by any member of the Company by leaving it at or sending it to the registered office of the Company.

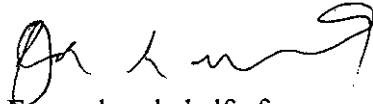
WINDING UP.

19. In Regulation 117 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

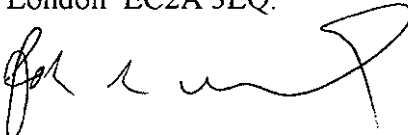
CHAIRMAN'S CASTING VOTE.

20. The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS



For and on behalf of
NOMINEE DIRECTORS LTD.
3 Garden Walk,
London EC2A 3EQ.



For and on behalf of
NOMINEE SECRETARIES LTD.
3 Garden Walk,
London EC2A 3EQ.

Dated this 17 April 1998

WITNESS to the above signatures:-



Debra Carew
Edbrooke House
St. Johns Road
Woking
Surrey GU21 1SE