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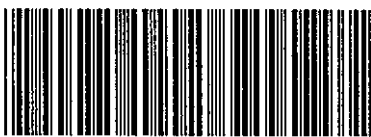
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3653794

The Registrar of Companies for England and Wales hereby certifies that  
MORFIS NINE 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 21st October 1998



\*N03653794O\*



THE OFFICIAL SEAL OF 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



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

MORFIS NINE LIMITED

I, SUZANNE JANE LEE

of CARLTON HOUSE, WORCESTER STREET KIDDERMINSTER DY10 1BA

† 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

S. S. Lee

Declared at

82/34 WORCESTER STREET  
KIDDERMINSTER WORCESTERSHIRE

the

FIRST

day of

OCTOBER

One thousand nine hundred and ninety

EIGHT

● Please print name.

before me●

MICHAEL RICHARD TINGEY.

Signed

M. Tingey

Date

1/10/98

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.

MORTON FISHER

CARLTON HOUSE WORCESTER STREET KIDDERMINSTER DY10 1BA

REF: PBC/SJL

Tel 01562 820181

DX number 16301

DX exchange KIDDERMINSTER

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

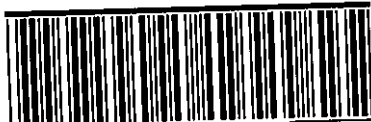
**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



A12 \*AOHSQASG\* 171  
COMPANIES HOUSE 08/10/98

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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 \*

MORFIS NINE LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

CARLTON HOUSE, WORCESTER STREET,

Post town KIDDERMINSTER

County / Region WORCESTERSHIRE

Postcode DY10 1BA

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 MORTON FISHER

Address CARLTON HOUSE, WORCESTER STREET,

Post town KIDDERMINSTER

County / Region WORCESTERSHIRE

Postcode DY10 1BA

Number of continuation sheets attached

2

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

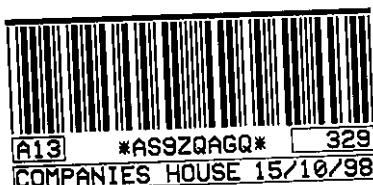
MORTON FISHER  
CARLTON HOUSE, WORCESTER STREET, KIDDERMINSTER

REF: PBC

Tel 01562 820181

DX number 16301

DX exchange KIDDERMINSTER



A13 \*AS9ZQAGQ\* 329  
COMPANIES HOUSE 15/10/98

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 MORFIS NINE LIMITED

NAME \*Style / Title

MRS

\*Honours etc

Forename(s)

SUZANNE JANE

Surname

LEE

Previous forename(s)

NONE

Previous surname(s)

WEIGHTMAN

**Address***Usual residential address*

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

~~CARLTON HOUSE, WORCESTER STREET~~

49 RODEN AVENUE

Post town

KIDDERMINSTER

County / Region

WORCESTERSHIRE

Postcode

DY10 2RE

Country

UNITED KINGDOM

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

**Consent signature**

S. S. Lee

**Date**

1.10.1998

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR.

\*Honours etc

Forename(s)

PETER BERNARD

Surname

COPSEY

Previous forename(s)

NONE

Previous surname(s)

NONE

**Address***Usual residential address*

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

~~CARLTON HOUSE, WORCESTER STREET~~

19 BARN OWL PLACE

Post town

KIDDERMINSTER

County / Region

WORCESTERSHIRE

Postcode

DY10 4UN

Country

UNITED KINGDOM

Day Month Year

**Date of birth**

25

05

55

**Nationality**

BRITISH

**Business occupation**

SOLICITOR

**Other directorships**

MORTON FISHER LIMITED, IMH SERVICES LIMITED

COLLAGE LIMITED

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

**Consent signature**

P. B. Copsey

**Date**

1.10.1998

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

<b>This section must be signed by</b>					
<i>Either</i>					
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>	<input type="text" value="S. Slee"/>	<b>Date</b>	<input type="text" value="11/10/98"/>	
<b>Or the subscribers</b>	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	
<i>( i.e those who signed as members on the memorandum of association).</i>	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
of  
MORFIS NINE LIMITED



1. The Company's name is Morfis ~~NINE~~ Limited
2. The Company's Registered Office is to be situated in England and Wales
3. The Company's objects are:-
  - (1) The Company is to carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Act 1985 (hereinafter called "the Act") as amended extended or applied by or under any other enactment or as re-enacted.
  - (2) To acquire and hold, either in name of the Company or in that of any nominee, businesses and properties of all kinds, shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any company whether incorporated or not and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to provide managerial, executive, supervisory and consultancy services for or in relation to any company or business or property in which the Company is interested upon such terms as may be thought fit;
  - (3) To establish agencies and branches and appoint agents for the purpose of the Company's business in the United Kingdom and abroad and to regulate and discontinue the same;
  - (4) To enter into any arrangements with any government, municipal, local or other authority that may seem conducive to the attainment of any of the Company's objects and to obtain from any such authority any rights, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges or concessions;
  - (5) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, commission, right or privilege which any government or authority or corporation or other public body may be empowered to grant and to pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the Company's shares, debentures, or other securities and

assets, to defray the necessary costs, charges and expenses thereof;

(6) To apply for, promote and obtain any Provisional Order or Act of Parliament to enable the Company to carry any of its objects into effect or to effect any modification of the Company's constitution and to assist in procuring improvements in the law and to oppose Parliamentary or other proceedings which the Company may think adverse to its interest;

(7) To acquire and undertake in any way whatever the whole or any part of the trade, business, property and liabilities of any person or company carrying on any trade or business that the Company is authorised to carry on or that is analogous thereto, or possessed of property suitable for the purposes of the Company or to acquire any interest in, amalgamate with, or enter into partnership, or any arrangement for sharing profits, union of interests, reciprocal concession, co-operation, or mutual assistance with any such person or company and to give or accept by way of consideration for any of the things aforesaid, or property acquired or conveyed or handed over, any shares, stock, debentures, debenture stock or securities, that may be agreed on; to enter into membership of any trade union or association or federation of employers or professional association and to pay any dues, subscriptions, levies or other payments in connection therewith;

(8) To purchase, take on lease or in exchange, hire or otherwise acquire in any way whatever, any property, heritable or moveable, real or personal and to sell, let on hire, improve, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the land, property and rights of the Company;

(9) To erect, buy, lease or otherwise acquire or provide such factories, warehouses, offices and other buildings, to manufacture, furnish, fit up and erect such machinery and to construct such other works and conveniences as may be deemed necessary for the purposes of the Company or any of them, and to alter, improve, extend, add to, maintain, repair, rebuild, replace, or remove the same and generally, from time to time, to provide all requisite accommodation and facilities for the purposes of the Company;

(10) To sell, dispose of, or transfer any part or the whole of the rights, businesses, property, and undertakings of the Company or any branch or part thereof in consideration of payment in cash or in shares or stocks, or in debentures or other securities of any other company, or in one or other or in all such modes of payment, or for such other consideration as may, by the Directors, be deemed proper and to promote any other company anywhere in the world for the purposes of carrying on

any business which the Company is authorised to carry on, or for acquiring all or any of the property rights and liabilities of the Company, or for any other purpose which may be deemed likely to promote or advance the interests of the Company;

(11) To apply for, secure by grant, legislative enactment, assignment or transfer, purchase, hire, licence or otherwise acquire any patents, trade names, trade marks, service marks, designs, copyrights, licences, concessions and the like, or any secret or other information as to any invention, process, matter or thing 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 or grant licences in respect thereof, or otherwise turn to account, the property and rights so acquired, or to sell and dispose of the same;

(12) To pay for any property or business or services rendered or to be rendered in shares (or to be treated as either wholly or partly paid up) or in debentures or debenture stock or in loan stocks, convertible or otherwise, and partly in cash or partly in one mode and partly in others;

(13) To invest, lend or otherwise deal with the moneys of the Company on such securities or in the stock, shares, debentures, mortgages, loans or bills of government or local authorities, or public or other companies, whether in the United Kingdom or abroad, and in such manner as the Directors may from time to time determine, and to vary and realise the same and to convert accumulated reserves or revenue into capital;

(14) To borrow money on such terms as the Directors shall think fit and to give security for the payment thereof or for the performance of any other obligations or liabilities of the Company, and to guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by any person or company including without prejudice to the generality of the foregoing any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company all as defined in Section 736 of the Companies Act 1985 or any statutory amendment or re-enactment thereof for the time being in force or any company associated with the Company in business or by reason of common shareholdings or otherwise and in security of such guarantees to assign, dispose, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company including uncalled capital;

(15) To promote any company or companies, or to place or assist in placing



or guaranteeing the placing of or underwriting any shares in any company for the purpose of acquiring all or any of the property and liabilities of the Company and to form any subsidiary company, in any part of the United Kingdom or in any other part of the world, necessary or convenient for carrying out any of the objects of the Company, or which may seem, directly or indirectly, calculated to benefit the Company;

(16) To pay all the expenses of or relating to the formation, incorporation and registration of the Company or any subsidiary or associated company in any part of the world or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company;

(17) To enter into such insurance or assurance contracts and to insure all or any of the assets of the Company against such risks and for such sums as the Directors shall deem appropriate and to enter mutual insurance, indemnity or protection associations, to establish an insurance fund out of the profits of the Company and to insure the Company and its Directors, servants, agents and others against claims for compensation and damages by mutual insurance or otherwise and also to enter into policies of assurance assuring the Company or others against loss through death or invalidity of or accident to any Director or servant or agent of the Company;

(18) To establish and support or aid in the establishment and support of associations, institutions, funds and trusts, calculated to benefit employees or Directors or past employees or Directors of the Company or of its predecessors in business, or the dependants or connections of any such persons; to grant pensions or gifts to Directors, ex-Directors and/or employees or their relatives and to join in any public or local subscription proposed to be raised for any charitable, religious, patriotic, political, benevolent business or other purpose;

(19) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or which is allied to or associated with the Company or with any such subsidiary company, either by substantial common shareholdings or one or more common directors or which is the holding company of the Company, or who are or

were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with or through the holding company (if any) of the Company or in conjunction with or through any such other company as aforesaid;

(20) To remunerate, as the Directors may decide, the officers, servants and agents of the Company and others out of, or in proportion to, the returns or profits of the Company or of any particular business carried on by it or otherwise as the Directors may deem proper and for that purpose to enter into any arrangements they may think fit;

(21) To distribute among the members in kind any property of the Company or any proceeds of sale or disposal of 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;

(22) To cancel or accept surrender of any share or shares of any member or members for any reasons and on any terms and conditions and as and when the Directors in their absolute discretion think fit, with or without any continuing liability attaching to such member or members, and to pay up any uncalled or unpaid capital in respect of such share or shares so cancelled or surrendered, all however so far only as can be lawfully done;

(23) To do all or any of the above things as principals, agents, trustees, contractors, sub-contractors, licensees, concessionaires or otherwise and by or through trustees, agents, sub-contractors, licensees, concessionaires or otherwise and either alone or in conjunction with others and to act as agents, licensees, concessionaires, trustees, nominees or otherwise for any person or company and to undertake and perform sub-contracts and to appoint agents, attorneys or factors for the Company;

(24) To do all such things as are incidental or conducive to the attainment of the above objects or any of them; provided always that nothing herein contained shall empower the Company to carry on, save as agents for others, the business of life, accident, fire, employers' liability, industrial, motor, or other insurance or re-insurance within the meaning of the Insurance Companies Act 1974 or any Act amending, extending or re-enacting the same;

The objects set forth in any paragraph of this clause shall not be restrictively

construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited to or restricted by reference to or influence from any other object or objects set forth in such paragraph or from the terms of any other paragraph or by the name of the Company. None of such paragraphs 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 paragraph but the Company shall have full power to exercise all or any of the powers or 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 paragraphs. In this clause the word "company" except where used in reference to this Company shall be deemed to include any partnership or other body or persons whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere

4. The liability of the members is limited

5. The Company's Share Capital is £100,000 divided into 100,000 Ordinary Shares of £1 each with power, subject to the provisions of the Companies Act 1985 or any Act amending the same, to increase or reduce the Capital to purchase the Company's own shares and to reduce the Capital to purchase the Company's own shares and to consolidate, sub-divide, or otherwise deal with the shares forming the Capital and to convert paid-up Ordinary Shares into stock and re-convert that stock into paid-up Preference Shares, redeemable or irredeemable; the Shares forming the Capital (original, increased or reduced) may be divided into such shares, with such liens, preference and other special incidents and held on such terms as may be prescribed by the Company's Articles of Association for the time being, or as the Company may from time to time determine in accordance with the said Act.

WE the subscribers to this Memorandum of Association, wish to be formed in a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names:-

---

NAME AND ADDRESSES  OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
--	--

---

*S Lee*

1

*S. S. LEE*

**MORTON FISHER  
SOLICITORS**  
Carlton House, Worcester St  
Kidderminster, Worcs.  
DY10 1BA  
Tel: 0562 820181

---

Dated this *1st* day of *October* One thousand nine hundred and ninety eight  
Witness to the above signatures:-

*J. E. Norman*  
**J. E. NORMAN**  
**LEGAL EXECUTIVE**  
**MORTON FISHER  
SOLICITORS**  
Carlton House, Worcester St  
Kidderminster, Worcs.  
DY10 1BA  
Tel: 0562 820181

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
of  
MORFIS NINE LIMITED

PRELIMINARY

1. The Regulations of the Company shall be those contained in Table A specified in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 save insofar as they are excluded or modified hereby or inconsistent herewith and said Table A is hereinafter referred to as "Table A"
2. Regulations 8, 24, 59, 64, 73, 74, 75, 76, 77, 79, 80, 101 and 118 of Table A shall not apply to the Company
3. The Share Capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each
4. (a) Any Shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing Shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of Shares offered and the period (being not less than fourteen days) within which the offer if not accepted will be deemed to be declined. The offer shall further invite each Member to state in his reply the number of additional Shares (if any) in excess of his proportion which he desires to purchase and if all such Members do not accept the offer in respect of their respective proportions in full the Shares not so accepted shall be used to satisfy the claims for additional Shares as nearly as may be in proportion to the number of Shares already held by them respectively provided that no Member shall be obliged to take more Shares than he shall have applied for. If any Shares shall not be capable without fractions of being offered to the Members holding that class of Shares in proportion to their existing holdings the same shall be offered to such Members or some of them in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors may think fit. Any Shares not taken up in accordance with the foregoing provisions and any Shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors

who may allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit, provided that in the case of Shares not accepted as aforesaid such Shares shall not be disposed of on terms which are more favourable to the proposed allottees thereof than the terms on which they were offered to the Members

(b) Subject to this Article the Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot Shares up to the amount of the total unissued Share Capital of the Company with which the Company is incorporated during the period of five years from the date of incorporation of the Company or during any further period of renewal of the authority conferred by this Article whichever is the later

(c) In accordance with Section 91 of the Act Section 89 (1) and Section 90 (1) to (6) (inclusive) shall be excluded from applying to the Company

5. The Company shall be a private company limited by Shares in the sense of Section 1 of the Act. No invitation shall be made to the public to subscribe for any Shares or debentures of the Company and the Company and its Directors officials agents and all others acting on its behalf are hereby prohibited from making any such invitation to the public

#### LIEN

6. The Company shall have a first and paramount lien on every Share for (i) all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and (ii) for all moneys presently payable by the registered holder thereof or his estate to the Company; but 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 all rights attaching thereto and all dividends and sums payable thereon

#### TRANSFER AND TRANSMISSION OF SHARES

7. All transfers of Shares must

(a) be lodged at the Registered Office or such other place as the Directors may appoint and be accompanied by the certificate for the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and

(b) be in respect of one class of Shares only, and

(c) be in favour of not more than four transferees

Any direction (by way of renunciation nomination or otherwise) by a Member entitled

to an allotment of Shares to the effect that such Shares or any of them be allotted or issued to or registered in name of some person other than himself shall for the purpose of these Articles be deemed to be a transfer of Shares

#### GENERAL MEETINGS

8. There shall be added at the end of Regulation 41 of Table A the words "and at such adjourned meeting the Members or Member present personally or by proxy shall be a quorum and shall be entitled to proceed with the business of the Meeting and exercise thereat all powers of the Members in General Meeting to the intent that no Member or Members shall have the power by absence from Meetings to frustrate the business of the Company"

9. In paragraph (b) of Regulation 46 of Table A the words "one or more" shall be substituted for the words "at least two". Paragraphs (c) and (d) of the said Regulation 46 shall be omitted

10. On a poll votes may be given either personally or by proxy. A Member may appoint only one proxy in respect of his entire holding of each class of Shares in the Company

#### DIRECTORS

11. Unless otherwise determined by Ordinary Resolution the number of Directors (other than Alternate Directors) shall not be subject to any maximum and there may be a sole Director. A sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Regulations 89 and 90 of Table A shall be modified accordingly

#### BORROWING POWERS

12. The Directors without prejudice to their general powers may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount and mortgage or charge the undertaking property and uncalled Capital of the Company or any part thereof as security for any debt liability or obligation of the Company or of any third party and that upon such terms and in such manner as they think fit

#### PROCEEDINGS OF DIRECTORS

13. 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 these Articles as the maximum number of Directors

14. The Directors shall not be liable to retirement by rotation and Regulation 78 and 84 of Table A shall be varied accordingly

15. (a) The Directors may exercise the powers of the Company conferred by clauses 3 (18) and (19) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

(b) Clause 87 in Table A shall not apply to the Company

16. (a) A Director may vote at any meeting of the Directors or of any committee of the Directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company  
ALTERNATE DIRECTORS

17. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to this appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

#### THE SEAL

18. (a) If the Company has a seal it shall only be used with the authority of the Directors or of 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 Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

(b) 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

#### INDEMNITY

19. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which 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 144 or 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 any 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

(b) The Directors shall have 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 from and after the bringing in to force of Section 137 of the Companies Act 1989

## TRANSFER OF SHARES

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

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### NAMES AND ADDRESS OF SUBSCRIBERS

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*S. Lee*

*S. S. Lee*

**MORTON FISHER  
SOLICITORS**  
Carlton House, Worcester St  
Kidderminster, Worcs.  
DY10 1BA  
Tel: 0562 820181

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Dated this *1st* day of *October*  
eight

One thousand nine hundred and ninety

Witness to the above signatures:-

*J. E. Norman*  
*J. E. Norman*  
*Legal Executive*

**MORTON FISHER  
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Kidderminster, Worcs.  
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