

FILE COPY



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

Company No. 3659183

The Registrar of Companies for England and Wales hereby certifies that
STEELRAY NO. 127 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 29th October 1998



N03659183M



THE OFFICIAL SEAL OF 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

STEELRAY NO. 127 LIMITED



F 0 1 2 0 J 3 0

I, MANDY JANE SHANKS

of Richmond Point, 43 Richmond Hill, Bournemouth BH2 6LR

* 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

RYAN AND PARTNERS, 70 RICHMOND HILL,
BOURNEMOUTH, DORSET

the

22nd

day of

October

One thousand nine hundred and ninety

eight

** Please print name.

before me **

JONATHAN GIBBINS

Signed

Date

22/10/98.

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.

Paul Longland, Steele Raymond, Richmond Point,

43 Richmond Hill, Bournemouth, Dorset

BH2 6LR

Tel 01202 294566

DX number 7643

DX exchange Bournemouth

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

Form revised March 1995

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Please see notes
on final page before
completing this form

Company Name in full



F 0 1 0 0 J 3 0

STEELRAY NO. 127 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Richmond Point

43 Richmond Hill

Post town

Bournemouth

County / Region

Dorset

Postcode

BH2 6LR

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

Steele Raymond

Address

Richmond Point

43 Richmond Hill

Post town

Bournemouth

County / Region

Dorset

Postcode

BH2 6LR

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.

Paul Longland, Richmond Point, 43 Richmond Hill,

Bournemouth Dorset

BH2 6LR

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for companies registered in Scotland

DX 235 Edinburgh

Form revised March 1995

Company Secretary (see notes 1-5)

Company name

Steelray No. 127 Limited

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s)

Surname

Steelray Secretarial Services Limited

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town

Bournemouth

County / Region

Dorset

Postcode

BH2 6LR

Country

UK

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

Consent signature

Date 22.10.98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Steele Raymond Limited

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address

Post town

Bournemouth

County / Region

Dorset

Postcode

BH2 6LR

Country

UK

Day Month Year

Date of birth

Nationality

British

Business occupation

Company Director

Other directorships

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

Consent signature

Date 22.10.98

Director for and on behalf of
Steele Raymond Limited

Directors (continued) (see notes 1-5)

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

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

3659183



THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

0095121

MEMORANDUM OF ASSOCIATION

of

STEELRAY NO. 127 LIMITED

1. The Company's name is "STEELRAY NO. 127 LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on business as a general commercial company.
 - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.
 - (C) To erect, construct, lay down, enlarge, alter and maintain any buildings, roads, railways, offices, shops, stores, factories, works, plant and machinery and other constructions necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (D) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
 - (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all

or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (F) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (H) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependants or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (K) To pay for any property or rights acquired by the Company

either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (N) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To sell, improve, manage, develop, turn to account, exchange let on rent, royalty, share of profits or otherwise, grant licences easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (P) To distribute among the members in specie 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.

- (Q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (R) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that:-

- (A) the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and
- (B) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct 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 shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
STEELE RAYMOND LIMITED Richmond Point 43 Richmond Hill Bournemouth Dorset BH2 6LR	1
<i>PDLyU</i>	
STEELRAY SECRETARIAL SERVICES LIMITED Richmond Point 43 Richmond Hill Bournemouth Dorset BH2 6LR	1
<i>PDLyU</i>	

DATED this 22nd day of October 1998

WITNESS to the above Signatures:-

MANDY SHANKS
Richmond Point
43 Richmond Hill
Bournemouth Dorset
BH2 6LR
Solicitor



THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
STEELRAY NO. 127 LIMITED

PRELIMINARY

1. (A) The regulations contained in Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company save in so far as they are excluded or modified hereby. A reference herein to any regulation is to that regulation as set out in the said Table A.
- (B) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARES

2. (A) Subject to paragraph (B) of this Article all shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.
- (C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

- (D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.
3. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him 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 on a share shall extend to any dividend or other amount payable in respect thereof.

TRANSFER OF SHARES

4. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Regulation 23 shall not apply.
5. In regulation 24 the first sentence shall be deleted and the following sentence substituted therefor:
"The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share."

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
7. (A) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time

appointed therefor such adjourned General Meeting shall be dissolved.

- (B) Clause 41 in Table A shall not apply to the Company.
8. Subject to the provisions of the Act, a resolution in writing signed by all the Members or their proxies or, being corporations, by their duly authorised representatives for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents (including telexes) in like form each signed by or (in the case of a corporation) on behalf of one or more of the Members.

APPOINTMENT OF DIRECTORS

9. (A) Regulation 64 shall not apply to the Company.
- (B) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly.
- (C) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) shall not apply to the Company.
- (D) No person shall be appointed a Director at any General Meeting unless either:
- (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- (E) Subject to paragraph (D) above, the Company may by Ordinary Resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

- (F) 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 determined in accordance with paragraph (B) above as the maximum number of Directors and for the time being in force.
- (G) A Director shall not be required to hold any share qualification

BORROWING POWERS

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

PROCEEDINGS OF DIRECTORS

- 11. 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; and Regulations 85 and 94 shall be modified accordingly.
- 12. Regulation 81 shall not (save as hereinafter repeated) apply to the Company. The office of Director shall be vacated:-
 - (A) if he resigns his office by notice in writing to the Company; or
 - (B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (C) if he becomes prohibited from being a Director by reason of any order made under the Company Directors (Disqualification) Act 1986; or
 - (D) if he becomes of unsound mind; or
 - (E) if he is removed from office under Section 303 of the Act.

No Director shall vacate office nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

13. A resolution in writing signed by all the Directors entitled to notice of a Meeting of the Directors or their alternates shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted and may consist of several documents (including telexes) in the like form each signed by one or more of the Directors.
14. Any Director (including an alternate Director) may participate in a meeting of the Directors or a committee of Directors of which he is a member by means of conference telephone or similar communication system whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
15. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

ALTERNATE DIRECTORS

16. Any Director shall have power at any time to appoint another Director (or with the consent of the Directors any person) to be an alternate Director to represent the Director appointing him, who may at any time remove such alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents entitling him to part of the remuneration which would otherwise be payable to such Director be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and, in the absence of the Director whom he represents to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents (A) gives notice to the Company terminating such appointment, or (B) ceases for any reason to be a Director. Any such appointment or removal shall take effect when the written notice effecting the same is delivered to the registered

office of the Company, or to the Secretary, or is produced at a meeting of the Directors. A person may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at meetings of the Directors to one vote for every Director whom he represents in addition to his own vote as Director if he is a Director in his own right.

INDEMNITY AND INSURANCE

- 17 (A) Subject to the provisions of the Act, every director and other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, expenses, losses, and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. Regulation 118 shall be modified accordingly.
- (B) The Company shall be entitled to purchase and maintain for any director and other officer or auditor of the Company such insurance against any liability referred to in paragraph (A) of this Article as the directors shall determine.

ADDITIONAL POWERS

18. Subject to the provisions of Part V of the Act the Company may:
- (A) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- (B) purchase its own shares (including any redeemable shares); and/or
- (C) make a payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Act and the relevant power (A) or (B) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Section 171 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STEELE RAYMOND LIMITED
Richmond Point
43 Richmond Hill
Bournemouth Dorset
BH2 6LR

PDLyW

STEELRAY SECRETARIAL SERVICES LIMITED
Richmond Point
43 Richmond Hill
Bournemouth Dorset
BH2 6LR

PDLyW

DATED this 22nd day of October 1998

WITNESS to the above Signatures:-

MANDY SHANKS
Richmond Point
43 Richmond Hill
Bournemouth Dorset
BH2 6LR
Solicitor

M Shanks