

FILE COPY



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

Company No. 3687028

The Registrar of Companies for England and Wales hereby certifies that
CROWNBIRD MANAGEMENT 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 22nd December 1998



N03687028L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



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

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

CROWBIRD MANAGEMENT LIMITED

I, **Robert Stephen Kelford** a duly authorised Officer of Chettleburgh
of **International Limited of Temple House, 20, Holywell Row, London EC2A 4JB**

do solemnly and sincerely declare that Chettleburgh International Limited is the body corporate named as Secretary of the Company in the statement delivered to the registrar under section 10(2) and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835.

Declarant's signature

Declared at **135 High Street Hornchurch Essex RM12 4UH**

the **1st** day of **DECEMBER**

One thousand nine hundred and ninety **-eight**

• Please print name.

before me • **P. D. ROBINS**

Signed

Date **1/12/98**

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.

CHETTLEBURGH'S LIMITED

Temple House, 20, Holywell Row, London, EC2A 4JB

Tel **0171-377 0381**

DX number **119511** DX exchange **FINSBURY SQUARE**



KLO *KAA9GC49* 1926
COMPANIES HOUSE 14/12/98

Form revised March 1995

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



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full

CROWNBIRD MANAGEMENT LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Temple House

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4JB

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

CHETTLEBURGH'S LIMITED

Address

Temple House

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4JB

Number of continuation sheets attached

0

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.

CHETTLEBURGH'S LIMITED

Temple House 20 Holywell Row London

EC2A 4JB Tel 0171- 377 0381

DX number 119511 DX exchange FINSBURY SQUARE



KLO *KAA9CC45* 1922
COMPANIES HOUSE 14/12/98

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

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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			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname	Chettleburgh International Limited		
Previous forename(s)			
Previous surname(s)			
Address	Temple House		
Usual residential address For a corporation, give the registered or principal office address.	20 Holywell Row		
Post town	London		
County / Region		Postcode	EC2A 4JB
Country	England		

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

Consent signature

Date 1ST December 1998

Directors (see notes 1-5)

Please list directors in alphabetical order

Robert Stephen Kelford for and on behalf of
Chettleburgh International Limited as Secretary

NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname	Chettleburgh's Limited		
Previous forename(s)			
Previous surname(s)			
Address	Temple House		
Usual residential address For a corporation, give the registered or principal office address.	20 Holywell Row		
Post town	London		
County / Region		Postcode	EC2A 4JB
Country	England		

Day Month Year

Date of birth

2 9 0 8 5 8

Nationality British

Business occupation

Company Registration Agents

Other directorships

None

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

Consent signature

Date 1ST December 1998

Robert Stephen Kelford for and on behalf of Chettleburgh's Limited

Directors (continued) (see notes 1-5)

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

This section must be signed by
Either
an agent on behalf
of all subscribers

Signed



Date

1ST December 1998

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of

CROWNBIRD MANAGEMENT LIMITED

1. The name of the Company is:- CROWNBIRD MANAGEMENT LIMITED
2. The Registered Office of the Company will be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial 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 persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions
of the Subscribers.

Number of Shares taken
by each Subscriber.

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One Ordinary Share

Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One Ordinary Share

Anglo-Japanese Consultants

Total Shares Taken:-

Two Ordinary Shares

Dated the 1ST day of DECEMBER, 1998

Witness to the above signatures:-

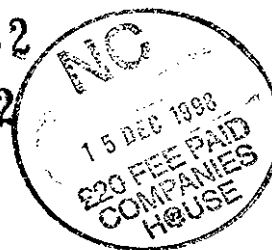
Roland John Chettleburgh
17 Crownhall Close
Essex SS6 9LU

Company Registration Agent



36 87028.

0498062
0498062



CHETTLEBURGH'S LIMITED
Temple House
20 Holywell Row
London
EC2A 4JB
Tel: 0171 377 0777
Fax: 0171 377 0777
DX: 119511

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES.

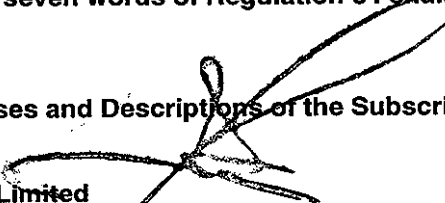
ARTICLES OF ASSOCIATION of

CROWNBIRD MANAGEMENT LIMITED

PRELIMINARY.

1. The Company is a private Company within the meaning of Section 1 of the Companies Acts 1985 and 1989. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. The Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company either in their entirety or with such variations as the Company shall by special Resolution from time to time prescribe. The last seven words of Regulation 64 shall not apply to the Company.

Names, Addresses and Descriptions of the Subscribers.



Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

Company Registration Agents

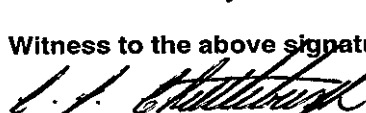


Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

Anglo-Japanese Consultants

Dated the 1ST day of DECEMBER, 1998

Witness to the above signatures:-



Roland John Chettleburgh
17 Downhall Close
Rayleigh
Essex SS6 9LU

Company Registration Agent