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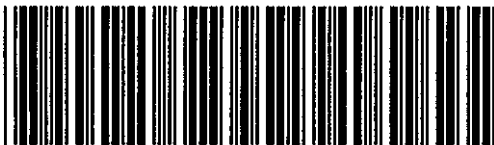
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3710864

The Registrar of Companies for England and Wales hereby certifies that
BLUETEL LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 4th February 1999



N03710864G

S. Bashar.

MISS S. BASHAR
For The Registrar Of Companies



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



Company Secretarial and
Compliance Software

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



* F 0 1 2 0 E 6 0 *

† Please delete as appropriate.

3710 864

BLUETEL LIMITED

I, PHILIP COX

of 12 Great James Street, London WC1N 3DR

do solemnly and sincerely declare that I am a ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ Solicitor engaged in the formation of the company 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 30 Great James Street, London

the 4th day of February

One thousand nine hundred and ninety Nine

① Please print name.

before me ①

DAVID MATTHEWS

Signed

Date

4 / 2 / 99.

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.

MARRIOTT HARRISON	
12 GREAT JAMES STREET, LONDON WC1N 3DR	
LP/DIET	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
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

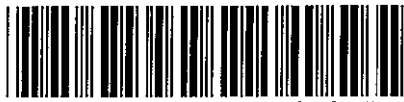


Company Secretarial and
Compliance Software

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final
page

Company Name in full



* F 0 1 0 0 E 6 0 *

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite and
give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Number of continuation sheets attached

First directors and secretary and intended situation of
registered office

3710864

BLUETEL LIMITED

12 GREAT JAMES STREET

LONDON

Postcode

WC1N 3DR

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.

MARRIOTT HARRISON

12 GREAT JAMES STREET, LONDON WC1N 3DR

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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

Name

*Style/Title

*Honours etc

* Voluntary details

Forename(s)

Surname

MH SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

12 GREAT JAMES STREET

Usual residential address

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

Post town

LONDON

County / Region

Postcode

WC1N 3DR

Country

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

Consent signature

For MH SECRETARIES LIMITED

Date

4.02.99

Directors

(See notes 1-5)

Please list directors in alphabetical order

Name

*Style/Title

*Honours etc

Forename(s)

Surname

MH DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address

12 GREAT JAMES STREET

Usual residential address

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

Post town

LONDON

County / Region

Postcode

WC1N 3DR

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

For MH DIRECTORS LIMITED

Date

4.02.99

Directors

(continued)

(See notes 1-5)

Name

*Style/Title

*Honours etc

Forename(s)

* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of Birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

Either

an agent on behalf of
all subscribers

Signed

Date

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

coact

Company Secretarial and
Compliance Software

No: 3710864



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BLUETEL LIMITED

1. The name of the Company is BLUETEL LIMITED.
2. The registered office of the Company will be situate in England and Wales.
- 3.(i) The object of the Company is to carry on business as a general commercial company.
- (ii) Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things:
 - (a) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Directors of the Company may consider expedient and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
 - (b) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery, facilities or services deemed necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the aforesaid things;
 - (c) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by the issue of stock, bonds or other obligations, perpetual or otherwise and whether or not at par;

Inc - Rev -
C & Co 007238
Sany

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- (d) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, any other company associated in anyway with the Company), to guarantee, support, subsidise or secure in any expedient manner the performance of obligations of any nature of any person, firm or company whatsoever, whether or not the Company receives any consideration therefor or advantage therefrom;
- (e) for any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property, rights and assets of the Company, both present and future, including its uncalled capital for the time being;
- (f) to invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (g) to lend money or give credit with or without security and otherwise on such terms as may be considered expedient;
- (h) to draw, accept, endorse, negotiate, discount, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments;
- (i) to enter into partnership or into joint venture (or otherwise) or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (j) to acquire and undertake or (whether or not with a view to closure or resale) the whole or any part of the business, property, assets and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (k) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company, by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part;
- (l) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking or assets of the Company for such consideration as may be considered expedient;
- (m) to accept shares, stock or other securities of any other company (formed or to be formed) in payment or part payment for any services rendered or for any disposal made to, or debt owing from, any such company;
- (n) to establish and/or support, or aid in the establishment and/or support, of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families or dependants of any such persons; and to grant pensions, gratuities and allowances to and to make payments in any expedient manner towards insurance for the benefit of any such persons, their families or dependants and to subscribe or contribute to any charitable, benevolent or useful object of a public character;

- (o) to establish and contribute to any scheme for the purchase or subscription by trustees of or for fully paid shares in the Company or its holding company (if any) to be held by or for the benefit of the Company's employees (including directors) to enable them to purchase or subscribe for fully-paid shares of the Company or its holding company (if any) to be held by themselves by way of beneficial ownership;
- (p) to promote or concur in the promotion of any company, the promotion of which shall be considered desirable;
- (q) to pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company or any such company;
- (r) to manage, supervise and control or to take part in the management, supervision and control of the business or operations of any company (including any subsidiary company) or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants, solicitors or other experts or agents;
- (s) to distribute among the members in specie any property of the Company;
- (t) to do all or any of the things the Company is authorised to do in any part of the world whether alone or in conjunction with others and whether as principals, agents, contractors, trustees or otherwise and whether by or through agents, sub-contractors, trustees or otherwise;
- (u) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or any of the powers given to it by the Act or by this clause.

AND so that:

- (1) None of the provisions set forth in any sub-clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly requires, be in anyway limited or restricted by reference to or inference from any other provision set forth in such sub-clause or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.
- (2) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of person, whether incorporated or unincorporated and whether domiciled in the United Kingdom or else where.
- (3) In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause 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.
- 4. The liability of the members is limited.
- 5. The share capital of the Company is £1000 divided into 1000 shares of £1.00 each.

We, the person whose name and address are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we agree to take the number of shares in the capital of the Company set opposite our respective name.

Name and address
of subscriber

Number of shares taken
by the subscriber


MH NOMINEES LIMITED
12 Great James Street
London WC1N 3DR

One

Dated the 4th day of February 1999

WITNESS to the above signature:


L M PICARDO
12 Great James Street
London Wc1N 3DR

No:

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BLUETEL LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles shall apply to Company. References herein to Table A are to the said Table A.
2. These Articles and the regulations incorporated herein shall take effect subject to the requirements of the Companies Act 1985 (as modified or re-enacted from time to time) and of every other Act for the time being in force affecting the Company (hereinafter together referred to as "the Statutes").
3. In these Articles, where the context so permits, words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; words importing persons shall include corporations; the expression "paid up" shall include credited as paid up; and reference to an article is to an article of these Articles and to a paragraph to a paragraph of the article in which the reference appears.

SHARE CAPITAL

4. The authorised share capital of the Company as at the date of adoption of these Articles is £1000 divided into 1000 ordinary shares of £1 each.
5. (A) The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, at any time or times during the period of five years from the date of the incorporation of the Company, to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.

- (B) The authority contained in paragraph (A) shall expire at the end of the period referred to therein, but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority and shall allow the directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired.
6. The powers from time to time vested in the directors to allot equity securities (as defined section 94(2) of the Companies Act 1985) shall be exercisable as if section 89(1) of such Act did not apply to the allotment thereof.

TRANSFER OF SHARES

7. The instrument of transfer of a share shall be signed by the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. In the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 23 of Table A shall not apply.

GENERAL MEETINGS

8. Regulation 54 of Table A (votes of members) shall be deemed to be modified by inserting after the words "present in person" the words "or by proxy".
9. An instrument appointing a proxy shall be in such form as may be specified by, or acceptable to, the directors, provided that any such form shall not prevent any member indicating the manner in which his proxy is to exercise his vote. Regulations 60 and 61 of Table A shall not apply.
10. No business shall be transacted at any general meeting except when a quorum is present. Two members present in person or by proxy or by corporate representative shall be a quorum at any general meeting, provided that if at any time there shall only be one member, such member present in person or by proxy or by corporate representative shall be a quorum. Regulation 40 of Table A shall be deemed to be modified accordingly.
11. In the case of an equality of votes (whether on a show of hand or a poll), the chairman at any general meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.
12. A resolution in writing signed by all the members of the Company entitled to receive notice of and attend and vote at a meeting of the Company or of any class of members of the Company (which resolution may consist of several documents in the like form each signed by one or more of the said members) or a resolution to which every such member has signified his approval in writing or by cable, facsimile transmission or telex shall be as valid and effectual as if it had been passed at a meeting of the Company or of such class of members of the Company (as the case may be) duly called and constituted. In the case of a corporation the resolution may be signed or approved on its behalf by a director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 of Table A shall not apply.

DIRECTORS

13. The directors shall, unless otherwise determined by an ordinary resolution of the Company, be not less than one in number. Regulation 64 of Table A shall not apply.
14.
 - (A) The holder(s) for the time being of a majority of the ordinary shares of the Company for the time being in issue may from time to time appoint any person or persons as a director or directors of the Company and may remove any or all of the directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the ordinary shares of the Company for the time being in issue; in the case of a body corporate holding any such shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the registered office of the Company.
 - (B) In addition to the circumstances set out in regulation 81 of Table A, the office of a director shall be vacated if he is removed from that office in accordance with this article.
 - (C) The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.
 - (D) Regulations 73 to 75 (inclusive) of Table A and all other references in Table A to retirement by rotation shall not apply.
15.
 - (A) The quorum for a meeting of the directors shall be one director present in person or on the telephone throughout the meeting. Regulation 89 of Table A shall not apply.
 - (B) In the case of an equality of votes at any meeting of the directors, the chairman of the meeting will not have a second or casting vote. Regulation 88 of Table A shall be deemed to be modified accordingly.
 - (C) Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them, whether or not they are within the United Kingdom. The last sentence in regulation 66 of Table A and the third sentence of regulation 88 shall be deemed to be deleted.
 - (D) Any director may participate in a meeting of the directors or a committee of the directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other. Participation in any such meeting in this manner shall be deemed to constitute presence in person at the meeting.
16. A resolution in writing signed by all the directors or by all the members of a committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of such directors or members of such committee) or a resolution to which every such director or every such member of a committee has signified his approval in writing or by cable, facsimile transmission or telex shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee (as the case may be) duly called and constituted. A

resolution signed by a director need not be signed by his alternate director (acting as such) and vice versa. Regulation 93 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

17. (A) The directors may grant or procure the grant by the Company, either alone or in conjunction with another or others, of retirement pensions or annuities, gratuities or allowances, to any person (or to such person's spouse or dependants) who has been an officer or been in the employment of the Company or of any subsidiary or former subsidiary of the Company or any predecessor in business of any of them. Regulation 87 of Table A shall not apply.
- (B) The directors may procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or its members.
18. Subject to his having declared his interest in accordance with the Statutes, a director may vote as a director in regard to any transaction or arrangement or proposed transaction or arrangement in which he is interested or upon any matter arising therefrom and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such transaction or arrangement is under consideration. Regulation 94 of Table A shall not apply.

EXECUTIVE DIRECTORS

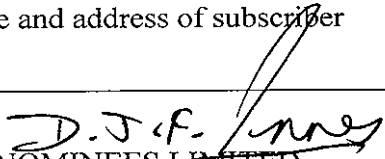
19. (A) The directors may from time to time appoint one or more of their body to hold any executive office in the Company, including, the offices of Chairman, Vice-chairman and Managing Director, for such period and on such terms as they think fit, and (without prejudice to any claim for damages for breach of any agreement between any such person and the Company) may revoke such appointment.
- (B) Any director holding executive office in the Company shall receive such remuneration whether by way of salary, commission or participation in profits (or partly in one way and partly in another) as the directors may determine.
- (C) The directors may entrust to and confer upon any director holding executive office in the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (D) Regulation 72 of Table A shall be deemed to be modified accordingly.

INDEMNITY

20. Subject to the provisions of the Statutes, every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all liability which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto; 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. Regulation 118 of Table A shall not apply.

Name and address of subscriber

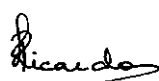
Number of shares taken by the
subscriber


MH NOMINEES LIMITED
12 Great James Street
London WC1N 3DR

ONE

Dated the 4th day of February 1999

Witness to the above signature:


L M PICARDO
12 Great James Street
London WC1N 3DR