

FILE COPY



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

Company No. 3741699

The Registrar of Companies for England and Wales hereby certifies that
256 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 26th March 1999



N03741699Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

256 LIMITED

I,

LYNN JONES

of

NEWAYS HSE, 29 BROADFIELD WAY

† 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

L. Jones

Declared at

5/6 THE SHRUBBERIES, GEORGE LANE, STH WOODFORD, LONDON E18

Day Month Year

On

18 03 1999

① Please print name.

before me ①

BALDEV. K. BATTU Solicitor

HUGGINS & LEWIS FOSKETT

3 THE SHRUBBERIES
GEORGE LANE, SOUTH WOODFORD
LONDON E18 1BD
PHONE 0181-989 3000

Signed

B. Battu

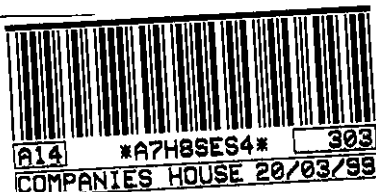
Date

18.03.99

† 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.

MRS LYNN JONES, NEWAYS HOUSE
29 BROADFIELD WAY, BUCKHURST HILL, ESSOX
199 5AG Tel 0181 504 3452
DX number DX exchange



Form revised June 1998

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

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10

**First directors and secretary and intended situation of
registered office**

Company Name in full

256 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

NEWAYS HOUSE

29 BROADFIELD WAY

Post town

BUCKHURST HILL

County / Region

ESSEX

Postcode

IG9 5AG

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

Postcode

Number of continuation sheets attached

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

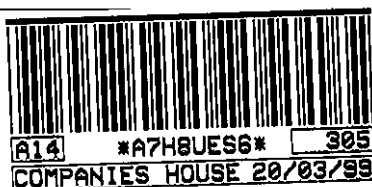
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Form revised July 1998

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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

256 Limited

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

MARTYN JOHN DEREK

Surname

JONES

Previous forename(s)

Previous surname(s)

Address

NEWAYS HOUSE

Usual residential address

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

29 BROADFIELD WAY

Post town

BUCKHURST HILL

County / Region

ESSEX

Postcode

IG9 5AG

Country

ENGLAND

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

Consent signature

M J Jones

Date

18.03.99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MRS

*Honours etc

Forename(s)

LYNN

Surname

JONES

Previous forename(s)

Previous surname(s)

Address

NEWAYS HOUSE

Usual residential address

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

29 BROADFIELD WAY

Post town

BUCKHURST HILL

County / Region

ESSEX

Postcode

IG9 5AG

Country

ENGLAND

Day Month Year

Date of birth

28 10 1957

Nationality

BRITISH

Business occupation

ADMINISTRATOR

Other directorships

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

Consent signature

L Jones

Date

18.03.99

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details	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"/>								
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<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

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

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

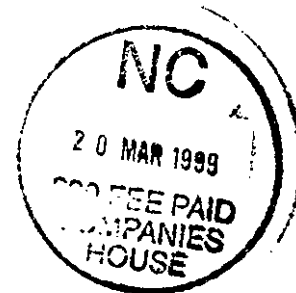
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

100208

3741699

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

0003148



MEMORANDUM OF ASSOCIATION
of
256 LIMITED

1. The Name of the Company is 256 LIMITED.
2. The Company's registered office is to be situated in England & Wales.
3. The Object for which the Company is established is to carry on business as a general commercial company.
4. The liability of the Members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.
6. I, the several person whose name and address is subscribed am desirous of forming a company in pursuance of this Memorandum of Association, and I agree to take the number of Shares in the capital of the Company set opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken by the Subscriber
Lynn Jones Neways House 29 Broadfield Way Buckhurst Hill Essex IG9 5AG	- One
Total shares taken	- One

L. Jones

DATED this eighteenth day of March one thousand nine hundred and ninety-nine.

WITNESS to the above signature :-

M J Jones 18 March 1999

Martyn John Derek Jones
Neways House
29 Broadfield Way
Buckhurst Hill
Essex IG9 5AG

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

256 LIMITED

PRELIMINARY



1. (A) In these Articles "Table A" means Table A in The Companies (Tables A to F) Regulations 1985, as amended.
- (B) The Regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified hereby. The Clauses in Table A numbered 64, and 73 to 76 inclusive shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Table A the following shall be the Articles of Association of the Company.

SHARES

2. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.
3. (A) All relevant securities (within the meaning of section 80(2) of the Act) for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Director), and on such terms and conditions and at such time or times as the Directors may think fit and with full power for the Directors to give to any person (including any Director) the call of any shares either at par or at a premium and for such times and for such consideration (subject to Section 100 of the Act) as the Directors may think fit.
- (B) The authority conferred on the directors by paragraph (A) of this Article shall expire on the 5th anniversary of incorporation but may be renewed varied or extended by the Company in General Meeting from time to time.
- (C) Section 89 of the Act shall not apply to any allotment or proposed allotment by the Company of equity securities as defined by Section 94 of the Act.

SHARE CERTIFICATES

4. Share certificates need not be executed under Seal, and Clause 6 of Table A shall be modified accordingly.

LIEN

5. The Lien conferred by Clause 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. 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 and Clause 24 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

7. In the event of the Company having one Member, one Member present in person or by proxy shall be a quorum and Clause 40 of Table A shall be modified accordingly.
8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, fixing the remuneration of the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.
9. It shall not be necessary to give any notice of an adjourned meeting and Clause 45 of Table A shall be construed accordingly.
10. A poll may be demanded by any Member present in person or by proxy and Clause 46 of Table A shall be modified accordingly.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be more than ten. In the event of the minimum number of directors being one, 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 Clause 89 of Table A shall be modified accordingly.
12. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

13. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertakings, property and uncalled capital and, subject to section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
14. 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 does 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 Clauses 94 and 95 of Table A shall be modified accordingly.
15. Paragraph (c) of Clause 81 of Table A shall be modified by deleting the words in that paragraph and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".
16. A Director shall not retire by rotation and Clauses 77, 78 and 80 of Table A shall be modified accordingly.
17. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Clause 79 of Table A shall be deleted.
18. Without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Resolution appoint another person in place of the Director so removed.

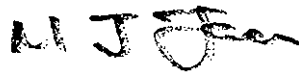
NAME AND ADDRESS OF SUBSCRIBER

Lynn Jones
Neways House
29 Broadfield Way
Buckhurst Hill
Essex IG9 5AG



DATED this eighteenth day of March one thousand nine hundred and ninety-nine.

WITNESS to the above Signature:-

 18 March 1999

Martyn John Derek Jones
Neways House
29 Broadfield Way
Buckhurst Hill
Essex IG9 5AG