

FILE COPY



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

Company No. 3891524

The Registrar of Companies for England and Wales hereby certifies that
ROOTIE TOOTIE LTD

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 9th December 1999



N03891524J



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

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

ROOTIE TOOTIE LIMITED

I, J S GRAY FOR AND ON BEHALF OF FORMATION
NOMINEES LIMITED
of 2 CATHEDRAL ROAD
CARDIFF

† 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

2 CATHEDRAL ROAD, CARDIFF

the

THIRD

day of

DECEMBER

One thousand nine hundred and ninety

NINE

• Please print name.

before me •

A.J. WATKINS SOLICITOR

Signed

A. J. Watkins

Date

3.12.99

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.

FORMATION NOMINEES LTD

2 CATHEDRAL ROAD, CARDIFF.

Tel 01222 373740

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 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



A03

AEX21L28

0376

COMPANIES HOUSE

04/12/99

Form revised March 1995



Companies House

— for the record —

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



F010001H

ROOTIE TOOTIE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2 CATHEDRAL ROAD

Post town

CARDIFF

County / Region

SOUTH GLAMORGAN

Postcode

CF1 2RZ

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

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.

FORMATION NOMINEES LIMITED

2 CATHEDRAL ROAD CARDIFF

Tel 01222 373740

DX number 50777 DX exchange CARDIFF



A03
COMPANIES HOUSE

0377
04/12/99

Form revised March 1995

When you have completed and signed the form please send it to the
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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)		FORMATION SECRETARIES LIMITED	
Surname			
Previous forename(s)			
Previous surname(s)			
Address		2 CATHEDRAL ROAD	
Usual residential address For a corporation, give the registered or principal office address.			
Post town		CARDIFF	
County / Region	SOUTH GLAMORGAN	Postcode	CF1 2RZ
Country			

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

Consent signature

Date 3.12.99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		FORMATION NOMINEES LIMITED	
Previous forename(s)			
Previous surname(s)			
Address		2 CATHEDRAL ROAD	
Usual residential address For a corporation, give the registered or principal office address.			
Post town		CARDIFF	
County / Region	SOUTH GLAMORGAN	Postcode	CF1 2RZ
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 3.12.99

Directors (continued) (see notes 1-5)

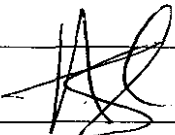
NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential 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"/>		
	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

3.12.99.

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

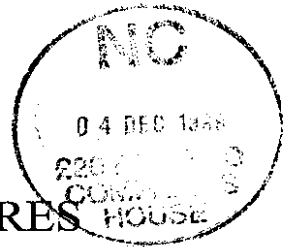
Date

Signed

Date

3891524

212942



THE COMPANIES ACT 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

ROOTIE TOOTIE LTD

1. The Company's name is **ROOTIE TOOTIE LTD**
2. The registered office will be situated in England & Wales.
3. The Company's objects are:-
 - (A) To carry on the business as general merchants, exporters, importers, manufacturers, suppliers, factors, hirers, mail order, dealers, brokers and dealers both wholesalers and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornamental, recreation and amusement, and vehicles, goods, works of art or literature, food, livestock or other living plant and animal, material or substance of any description whatso ever and to exploit any natural resource or product by mining or quarrying the same and by means of any industrial process.



(B) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company.

(C) To register, apply for, purchase, or by other means acquire and protect, prolong and renew any patents, patent rights, brevets d'invention, designs, trade marks, secret processes, licences, inventions and concessions and to use and turn to account the same or grant licenses or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(D) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the issue and creation of debentures, mortgages or in any other way.

(E) To purchase, or by any other means acquire, freehold, leasehold, or any other property for any estate or interest whatever, movable or immovable, or any interest in such property and to sell, lease, let or hire, develop such property, or otherwise turn the same to the advantage of the Company.

(F) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(G) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any directors, consultants, accountants, solicitors, experts or agents.

(H) To purchase or otherwise acquire, take over and undertake all or part of the business, property, liabilities and transaction of any person or Company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests.

(I) To enter into arrangements for joint working in business or amalgamate with or enter into any arrangement or partnership 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 the Company or which is capable of being carried on so as directly or independently to benefit the Company.

(J) To lend money with or without security and to invest money of the Company upon such terms as the Company may approve and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested and generally as the Directors think fit.

(K) To invest with and deal with the money of the Company not immediately required in such a manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(L) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments.

(M) To pay or remunerate any person, firm or company for rendering services to the Company.

(N) To remunerate the Directors of the Company in any manner that the Company may think fit and to pay or provide pensions for or make payments to or for the benefits of Directors and ex-Directors of the Company or their dependents or connections.

(O) To subscribe to or otherwise aid 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 not.

(P) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(Q) To distribute among the members in specie any property of the Company or any proceeds of sale 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.

(R) To sell, improve, manage, develop, exchange, let or rent, royalty, share of profits or otherwise, grant licenses, 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.

(S) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(T) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise.

(U) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 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:

FORMATION SECRETARIES LTD
2 CATHEDRAL ROAD
CARDIFF
CF1 9RZ



ONE

FORMATION NOMINEES LTD
2 CATHEDRAL ROAD
CARDIFF
CF1 9RZ



ONE

DATED THE 3 December 1999
K.J.LAWRENCE
2 CATHEDRAL ROAD
CARDIFF
CF1 9RZ



THE COMPANIES ACT 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

ROOTIE TOOTIE LTD

1. PRELIMINARY

- a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, hereinafter referred to as Table A, shall apply to the Company subject as hereinafter provided.
- b) Regulations 8, 64, 76, 77, 94, 95, 96, 97, 101 and 113 of Table A shall not apply to the Company.
- c) In these Articles "The Act" means the Companies Act 1985 and every statutory modifications and re-enactment thereof for the time being in force.

2. PRIVATE COMPANY

- a) The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any such shares or debentures being offered for sale to the public.

3. SHARES

- a) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in Section 80 of the Act.
- b) All unissued shares of the Company, whether forming part of the original or any increased capital, shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit, subject to Article 3 d) below.
- c) Unless and until the authority conferred by b) above is revoked, renewed or varied.
 - i) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the Incorporation of the Company;
 - ii) such authority shall expire on the fifth anniversary of the incorporation of the Company.
- d) Subject to any direction to the contrary that may be given by the Company in general meeting, all shares to be allotted shall be offered to the Members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limited a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined and after the expiry of such time or upon receipt of an intimation from the Member to whom notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company.

4. TRANSFER OF SHARES

- a) Save as otherwise provided in these Articles, the Directors may, at their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not is a fully paid share.

5. MEETINGS

- a) In accordance with Section 372(3) of the Act a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that proxy need not be a member of the Company.
- b) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.

c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.

6. VOTES OF MEMBERS

a) Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every Member present in person shall have one vote and on a poll every Member shall have one vote for each share of which he is the holder.

7. DIRECTORS

a) Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than one or more than seven. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 10 of the Act.

b) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the Regulations of Table A shall be construed accordingly.

c) No person other than a Director retiring by rotation shall be elected a Director at any General Meeting unless:

i) he is recommended by the Directors; or

ii) not less than fourteen nor more than thirty five clear days before the date of the meeting a notice is signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

d) The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

e) The office of a Director shall be vacated:

i) in any of the circumstances specified in Article 81 of Table A, with any resignation of office being by notice in writing; or

ii) if he is removed from office by a resolution duly passed under Section 303 of the Act.

8. POWERS OF DIRECTORS

a) In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the 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.

9. PROCEEDINGS OF DIRECTORS

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.

10. SECRETARY

a) The first Secretary of the Company shall be the person named in the Statement delivered to the Registrar of Companies in accordance with Section 10 of the Act.

b) Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

11. INDEMNITY

a) In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge of his duties in relation to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

FORMATION SECRETARIES LTD
2 CATHEDRAL ROAD
CARDIFF
CF1 9RZ



FORMATION NOMINEES LTD
2 CATHEDRAL ROAD
CARDIFF
CF1 9RZ



DATED THE 3 December 1999
WITNESS TO THE ABOVE SIGNATURES:-

K.J.LAWRENCE
2 CATHEDRAL ROAD
CARDIFF
CF1 9RZ

