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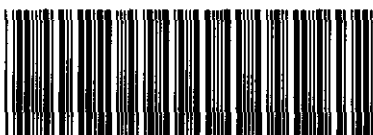
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3896620

The Registrar of Companies for England and Wales hereby certifies that
COLESLAW 458 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 20th December 1999



N03896620L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B

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by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full



* F 0 1 0 0 F 1 0 *

COESLAW 458 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BUXTON COURT ✓

3 WEST WAY ✓

Post town OXFORD ✓

County / Region OXFORDSHIRE ✓

Postcode OX2 0SZ ✓

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.

Morgan Cole (DKW.20860)

Buxton Court, 3 West Way, Oxford, OX2 0SZ

Tel 01865 262600

DX number DX 96200

DX exchange Oxford West

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**



A33
COMPANIES HOUSE

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0103
14/12/99

Company Secretary (see notes 1-5)

Company name

COESLAW 458 LIMITED

NAME *Style / Title

*Honours etc

Forename(s)

* Voluntary details

Surname

MORGAN COLE (NOMINEES) LIMITED

Previous forename(s)

Previous surname(s)

Address*Usual residential address*

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

BUXTON COURT

3 WEST WAY

Post town

OXFORD

County / Region

OXFORDSHIRE

Postcode

OX2 0SZ

Country

ENGLAND

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

Consent signature
For and on behalf of Morgan Cole (Nominees) Ltd**Date**

10.12.99

Directors (see notes 1-5)*Please list directors in alphabetical order*

NAME *Style / Title

*Honours etc

Forename(s)

Surname

MORGAN COLE (DIRECTORS) LIMITED

Previous forename(s)

Previous surname(s)

Address*Usual residential address*

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

BUXTON COURT

3 WEST WAY

Post town

OXFORD

County / Region

OXFORDSHIRE

Postcode

OX2 0SZ

Country

ENGLAND

Day Month Year

Date of birth**Nationality****Business occupation**

COMPANY FORMATION AGENT

Other directorships

NONE

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

Consent signature
For and on behalf of Morgan Cole (Directors) Ltd**Date**

10.12.99

Directors (continued)

(see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
<small>* Voluntary details</small>	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.		<input type="text"/>		
	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>
		Day	Month	Year
		<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	<input type="text"/>	Date	<input type="text"/>
Or the subscribers				
(i.e those who signed as members on the memorandum of association).	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>

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.

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

COESLAW 458 LIMITED



* F 0 1 2 0 F 1 0 *

I, SUSAN NEWELL

of BUXTON COURT, 3 WEST WAY, OXFORD, OX2 0SZ

† 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

Susan Newell

Declared at

Great Western House, Station Road, Reading

the

twelfth

day of

DECEMBER

One thousand nine hundred and ninety

NINE

① Please print name.

before me ①

MARGARET CURRY

Signed

Margaret Curry

Date

12 December 1989

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.

Morgan Cole (DKW.20860)

Buxton Court, 3 West Way, Oxford, OX2 0SZ

Tel 01865 262600

DX number DX 96200

DX exchange Oxford West

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
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for companies registered in Scotland

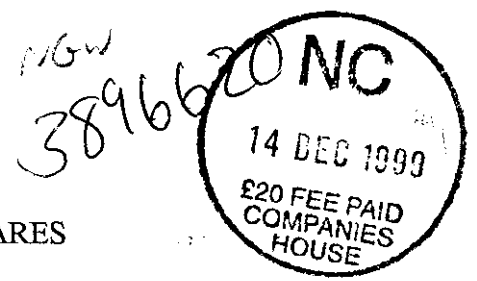
DX 235 Edinburgh



A33
COMPANIES HOUSE

0110
14/12/99

026542



Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

028234
028234

MEMORANDUM OF ASSOCIATION

-of-

COESLAW 458 LIMITED

1 NAME

The Company's name is "Coeslaw 458 Limited"

2 REGISTERED OFFICE

The Company's registered office is situated in England and Wales.

3 OBJECTS AND POWERS

The Company's objects are:-

- 3.1 to carry on business as a general commercial company;
- 3.2 to acquire any property or any rights over or in respect of any property;
- 3.3 to apply for, register, buy, acquire, protect, prolong or renew in any country any patents, licences, secret processes, trade marks, designs, copyright, protections and concessions and to disclaim, modify, use, manufacture under or grant licences or privileges in respect of them, and to spend money in experimenting on, testing and improving any patents, inventions or rights that the Company acquires or proposes to acquire or take any other kind of interest in;
- 3.4 to acquire or agree to acquire the whole or any part of the business, goodwill, or assets of any person and as part of the consideration for any acquisition to undertake all or any of the liabilities of that person;

- 3.5 to acquire an interest in, amalgamate with, or enter into any partnership, joint venture, arrangement for sharing profits, for co-operation or for mutual assistance with any person and to subsidise or otherwise assist that person or the partnership or joint venture;
- 3.6 to give or accept any shares, debentures, debenture stock or securities for free or in consideration for any thing;
- 3.7 to hold and retain, or sell, mortgage or deal with any shares, debentures, debenture stock or securities;
- 3.8 to improve, manage, construct, repair, develop, exchange, let, lease, mortgage, charge, sell, dispose of, grant licences, options, rights and privileges in respect of, or otherwise deal with any of the Company's property or rights;
- 3.9 to invest and deal with any of the Company's money and to hold or deal with any investments made;
- 3.10 to lend and advance money or give credit on any terms, with or without security, to any person;
- 3.11 to enter into guarantees, contracts of indemnity, letters of set-off, and sureties of all kinds, to receive money on deposit or loan on any terms to secure the payment of any sum of money or the performance of any obligation by any person and to do any of those things even if the Company does not receive any benefit;
- 3.12 to borrow and raise money in any manner;
- 3.13 to secure the repayment of any money borrowed, raised or owing or any other obligation or liability that the Company may undertake or which may become binding on it 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;
- 3.14 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, loan notes, debentures and other negotiable or transferable instruments;

- 3.15 to apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority to enable the Company to carry any of its objects into effect, or to alter the Company's constitution, or for any other purpose which may directly or indirectly promote the Company's interests, and to oppose any proceedings or applications which may directly or indirectly prejudice the Company's interests;
- 3.16 to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects, or any of them;
- 3.17 to obtain from any government or authority any charters, decrees, rights, privileges or concessions and to carry out, exercise, and comply with any those charters, decrees, rights, privileges, and concessions;
- 3.18 to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with, dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world or by any government (municipal, local or otherwise) in any part of the world;
- 3.19 to control, manage, finance, subsidise, co-ordinate or otherwise assist any company that the Company (or any parent company of the Company) has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for those companies and to charge for those activities and to make payments by way of management charge, subsidy or otherwise and to enter into any other arrangements which may seem desirable with respect to the business or operations of, or generally in respect of, any of those companies;
- 3.20 to promote or establish any other company to:-
- 3.20.1 acquire the whole or any part of the Company's business, property, undertaking or liabilities;
 - 3.20.2 undertake any business or operations which may appear likely to assist or benefit the Company; or

3.20.3 enhance the value of any the Company's property or businesses

and to place, guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of that company;

3.21 to sell or otherwise dispose of the whole or any part of the Company's business or property at any price, and/or in exchange for shares, debentures or securities of any company buying the business or property;

3.22 to act as agent or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;

3.23 to remunerate any person providing services to the Company in cash or by giving them shares or other securities of the Company, or options over those shares or securities;

3.24 to distribute among the Company's members any of the Company's property;

3.25 to pay all or any expenses incurred in connection with the Company's promotion, formation and incorporation, or to contract with any person to pay them, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of the Company's shares or other securities;

3.26 to support, subscribe and make gifts to any charitable or public object or private organisation and to support and subscribe to any institution, society, or club, even if it does not benefit the Company or its directors or employees and has no geographical connection with the Company;

3.27 to give or award pensions, annuities, gratuities, superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for current and former directors and employees of:

3.27.1 the Company;

3.27.2 any person which carried on the Company's business before it;

3.27.3 any company in the Company's group

and their wives, widows, children and other relatives and dependants and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of those persons;

- 3.28 to set up, establish, support and maintain profit sharing or share purchase or option schemes for the benefit of any of the employees of the Company or of any company in its group and to lend money to any of those employees or to trustees on their behalf to enable those purchase or option schemes to be established or maintained;
- 3.29 to take out insurance of any kind and to pay premiums for it, including insurance for any of the Company's directors, officers or auditors against any liability referred to in Section 310(1) Companies Act 1985 ("the Act");
- 3.30 subject to compliance with the Act, to give, whether directly or indirectly, financial assistance (as defined in Section 152(1)(a) of the Act);
- 3.31 to be registered or recognised in any part of the world;
- 3.32 to do all or any of the above things or matters in any part of the world, either as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others; and
- 3.33 to do any other things that are incidental or conducive to attaining the Company's objects or of any of the powers given to it by the Act.

However:-

- (a) the objects set out in clauses 3.1 to 3.33 shall not be interpreted narrowly; the widest possible interpretation shall be given to each of them;
- (b) none of the objects set out in clauses 3.1 to 3.33 shall be in any way limited or restricted by any other object or the name of the Company;
- (c) each of the objects set out in clauses 3.1 to 3.33 shall be construed as an independent object of the Company;
- (d) the word "person" in this clause 3 shall (unless the context requires otherwise) include a natural person or a company (including any company which is in the

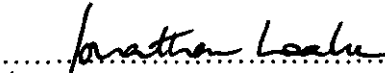
(e) the word "company" in this clause 3 shall, except where used in reference to the Company, be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere.

The member's liability is limited.

The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company.

I agree to take the number of shares shown opposite my name.

Name and address of subscriber	Number of shares taken
Morgan Cole (Nominees) Limited Buxton Court 3 West Way Oxford OX2 0SZ	One  for and on behalf of Morgan Cole (Nominees) Limited
TOTAL	One

Dated this 10 day of December 1999

Witness to the above signature:-

James Wright

Dawn Wright
Buxton Court
3 West Way
Oxford
OX2 0SZ
Paralegal

Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

COESLAW 458 LIMITED

1 INTRODUCTION

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company. Table A shall be the Articles of Association of the Company unless it has been excluded or varied by these Articles.

1.2 In these Articles:-

"Section" means a section of the Companies Act 1985, as it may be amended or re-enacted from time to time;

"Regulation" means a regulation in Table A; and

"Article" means an Article contained in these Articles.

1.3 In Regulation 1 "execution" includes both signature under hand and execution under seal.

1.4 Regulations 24, 41, 59, 64, 73 to 78, 80, 87, 94 to 97, 101 and 118 shall not apply to the Company.

2 PRIVATE COMPANY

The Company is a private company.

3 SHARE CAPITAL

At the date of incorporation of the Company, the Company's authorised share capital is £100 made up of 100 ordinary shares of £1 each.

4 DIRECTOR'S POWER TO ISSUE SHARES

The directors can decide how to deal with any shares which have not been issued. The directors can allot those shares on any terms. The directors can also grant options to acquire the shares, for example, in exchange for a certain sum of money. Or the directors can dispose of the shares in any other way. The directors have complete freedom to decide who they deal with, when they deal with the shares, and the terms that they deal on. However, the directors must obey the provisions of the Act and these Articles relating to authority and pre-emption rights.

5 DIRECTOR'S AUTHORITY TO ISSUE SHARES

- 5.1 The directors are authorised, generally and without conditions, under Section 80 to allot the shares, and the rights to shares, which are defined in Section 80 as "relevant securities". They are authorised to allot them for a period of five years from the date of incorporation of the Company. The members can, by passing ordinary resolutions, renew or extend this period for periods of no more than five years each and they may revoke this authority.
- 5.2 The directors may, before the authority in Article 5.1 expires, make an offer or enter into an agreement which could require them to allot relevant securities after that authority expires. They may allot relevant securities after that authority expires under the terms of such an offer or agreement.
- 5.3 The maximum amount of relevant securities that may be allotted under the authority in Article 5.1 is the authorised share capital that the Company is incorporated with.

6 PERSONS WHO MAY BE ALLOTTED SHARES

- 6.1 This Article 6.1 will not apply to shares which formed part of the authorised share capital of the Company when it was incorporated. If the directors want to issue shares, they must first offer the shares to the members of the Company in proportion (as far as

possible) to the number of shares currently held by them. The offer shall be made in a notice sent by the directors to the members which gives details of the number of shares offered and giving a deadline before which the members must accept the offer. The deadline must be more than 14 days after the day the notice was sent to the members. After the deadline, the members who have not responded to the offer will be deemed to have refused it.

After the deadline, any shares which have not been accepted by members will be offered to the members who accepted the original offer in proportion to their current shareholding. This offer will be made in the same manner as the original offer.

The members may pass a special resolution so that this Article 6.1 will not apply.

6.2 Any shares which:

6.2.1 have not been accepted by any members after being offered under Article 6.1;
or

6.2.2 could not be offered under Article 6.1 without being offered in fractions; or

6.2.3 are not subject to Article 6.1 because a special resolution has been passed under that Article

may be allotted in accordance with the powers given to the directors by Article 0. However, the directors may not deal with the shares on terms which are more favourable than the terms on which the shares were originally offered to the members.

6.3 Articles 6.1 and 6.2 are subject to Section 80. Sections 89(1) and 90(1) to (6) (inclusive) shall not apply to the Company.

7 LIEN OVER SHARES

7.1 In Regulation 8, the words "(not being a fully paid share)" shall be replaced with the words "(whether fully paid or not)".

7.2 The Company shall have a first and paramount lien on all shares (whether fully paid or not) registered in the name of any person who is indebted to, or is in any way liable to, the Company for that indebtedness or liability. This lien will apply even if that person

is a joint owner of shares and it will also bind that person's estate or trustee in bankruptcy.

8 FORFEITING SHARES

This Article 8 will apply if the directors make a call in respect of a member's shares and the member does not pay. If the Company has to pay any costs or expenses in connection with the member's failure to pay the call, the directors may decide that the member will also be liable for those costs or expenses. Regulations 18 and 21 shall be altered accordingly.

9 TRANSMITTING SHARES ON DEATH OR BANKRUPTCY

This Article 9 will apply if a person becomes entitled to a share in the Company as a result of the death or bankruptcy of a registered member. The directors may require that the person must decide whether the share is to be transferred to themselves or to someone else. The directors shall do this by giving a written notice to the person. The person must respond to the notice, giving their decision, within 30 days of the date of the notice. If the person does not respond to the notice in time then the directors may withhold payment of all dividends or other money due to be paid to the holder of the share. They may do this from the end of the 30 day period until the requirements of the notice have been complied with. Regulation 31 shall be altered accordingly.

10 TRANSFERRING SHARES

The directors can, without restriction, refuse to register a transfer of any shares, whether or not those shares are fully paid. They do not have to give any reasons for refusing. A "transfer" for the purpose of these Articles includes the renunciation of any allotment of shares. It also includes the renunciation of any rights to subscribe for shares or to receive an allotment of shares.

11 NOTICES OF GENERAL MEETINGS

- 11.1 A notice which calls a general meeting does not need to specify the general nature of the business to be transacted, unless there is special business. All business transacted at an extraordinary general meeting or at an annual general meeting shall be deemed to be special, other than:

11.1.1 declaring a dividend;

11.1.2 consideration of accounts, balance sheets and the reports of the directors and auditors; and

11.1.3 the fixing of the remuneration of the auditors at an annual general meeting.

Regulation 38 shall be altered accordingly

11.2 All notices of general meetings shall give information to members about their right to appoint a proxy in accordance with Section 372(3).

11.3 All notices and other communications relating to a general meeting which a member is entitled to receive shall also be sent to the directors and the auditors.

12 PROCEDURE AT GENERAL MEETINGS

12.1 At a general meeting, votes may be given on a show of hands or on a poll. In either case, votes may be given either personally or by proxy.

12.2 The words "at the time when the meeting proceeds to business" shall be added at the end of the first sentence of Regulation 40.

12.3 If a quorum is not present within half an hour of the scheduled time for a general meeting, the meeting will be adjourned until the same day of the next week at the same time and place. However, the directors may decide to adjourn the general meeting to another time or place. If, at the adjourned general meeting, a quorum is not present within half an hour of the scheduled time, the meeting shall be dissolved.

12.4 The sentence "if a body corporate is a member of the Company then execution of a resolution by one of its directors on its behalf will be sufficient." shall be added at the end of Regulation 53.

13 APPOINTING AND REMOVING DIRECTORS

13.1 The maximum and minimum numbers of directors may be decided by ordinary resolution of the Company from time to time. If no resolution is made, there shall be no maximum number of directors and the minimum number of directors shall be one. When the minimum number of directors is one, a sole director shall have authority to

exercise all the powers and discretions granted to the directors by Table A and by these Articles. A sole director may do this by written resolution. Regulations 89 and 90 shall be altered accordingly.

13.2 The directors do not need to retire by rotation. The final two sentences of Regulation 79 shall not apply to the Company.

13.3 No person can be appointed a director at any general meeting unless:-

13.3.1 they are recommended by the directors; or

13.3.2 they are proposed by a person qualified to vote at the General Meeting. In that case, the member proposing the director must, not less than 14 and no more than 35 clear days before the date of the meeting, give notice to the Company of their intention to propose the person for appointment and also send to the Company a notice signed by that person indicating his willingness to be appointed.

Subject to this, the Company may by ordinary resolution appoint any person to be a director, either to fill a vacancy or as an additional director.

13.4 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.

13.5 There shall be no restrictions (other than those imposed by law or by Table A) on who may be appointed a director of the Company. A person of any age may be appointed and no director will be required to vacate his office because he has reached a particular age.

13.6 The Company may by extraordinary resolution remove any director at any time. However:

13.6.1 a removal of a director will not affect any claims that the director may have against the Company for breach of contract or otherwise; and

13.6.2 the power to remove a director under this Article 13.6 is in addition to, and without prejudice to, Sections 303 and 304.

14 ALTERNATE DIRECTORS

- 14.1 An alternate director appointed under Regulation 65 can represent more than one director. At any meeting of the directors (or of any committee of the directors), the alternate director shall be entitled to one vote for every director that he represents, as well as his own vote as a director, if he has one. However, an alternate director shall only count as one for the purpose of determining whether a quorum is present, irrespective of how many directors he represents.
- 14.2 Alternate directors will not be entitled to be paid any remuneration by the Company. However, the person who has appointed the alternate director may, by giving written notice to the Company, direct that any payment due from the Company to them should be paid to the alternate director. The first sentence of Regulation 66 is altered accordingly.
- 14.3 If something happens which could cause an alternate director, if he was a director, to vacate the office of director, then the appointment of that alternate director will automatically terminate.

15 POWERS AND PROCEEDINGS OF DIRECTORS

- 15.1 This Article 15.1 applies if a meeting of the directors (or of a committee of directors) considers any proposal where a director has an interest which conflicts, or could conflict, with the interests of the Company. If this Article applies, the director must disclose that interest to the meeting in accordance with Section 317. As long as the director does this, he may vote at the meeting and may be counted in determining that a quorum is present at the meeting. A disclosure made by a director which complies with Section 317 will be sufficient disclosure for the purposes of Regulations 85 and 86.
- 15.2 If the Company is a member of another corporation then any director:
- 15.2.1 is authorised under Section 375 to act as the Company's representative at any meeting of such a corporation or at any meeting of a class of members of that corporation;
 - 15.2.2 may sign any written resolution of the members of that corporation; or

15.2.3 may act as a signatory to conclude any particular business in relation to that corporation

as if the board of directors of the Company had given its consent.

15.3 The directors may exercise all the powers of the Company to pay or provide pensions, annuities, gratuities, superannuation and other allowances and benefits to:-

15.3.1 current and former directors;

15.3.2 current and former employees; and

15.3.3 dependants and relatives of current and former directors and employees

of the Company or any subsidiary or associated company. The directors may retain any benefits received by any of them as a result of their exercise of these powers.

15.4 If a director performs special services for the Company which are outside the normal scope of his duties, then that director may receive extra remuneration. The amount of the remuneration will be decided by the directors and will be charged as part of the Company's ordinary revenue expenses. However, the directors do not need to give extra remuneration to any director who performs special services without being requested to do so by the directors.

15.5 A meeting of the board of directors or of a committee may be held by means of video-conference, telephone or similar communications equipment. However, everybody who participates in the meeting must be able to hear each other. Any person participating in a meeting held in this way shall be deemed to be present in person at the meeting. They will therefore count towards the quorum and may vote in any resolutions proposed at the meeting.

16 **BORROWING**

The directors may exercise all the powers of the Company to:-

16.1 borrow money without limit as to amount on such terms and in such manner as they think fit;

- 16.2 grant any mortgage, charge or standard security over all or any part of its undertaking, property and uncalled capital; and
- 16.3 subject (in the case of any security convertible into shares) to Section 80, 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.

17 NOTICES

- 17.1 In Regulation 112 the words "or by telex or fax" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a pre-paid envelope".
- 17.2 Where notice is communicated by telex or fax then the notice shall be deemed to be given at the time it is correctly transmitted to the person to whom it is addressed.

18 COMPANY SEAL

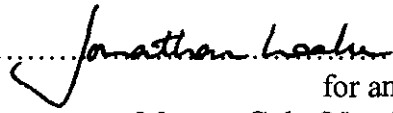
- 18.1 A document can only be sealed with the company seal if the directors authorise this. The directors shall decide who will sign any document that the seal is affixed to. If the directors do not decide this then the document will be signed by any director and also by the secretary or another director. Share certificates do not have to be sealed with the seal and Regulation 6 is modified accordingly.
- 18.2 The Company is authorised under Section 39 to have one or more official seals which can be used outside the United Kingdom. The directors may exercise this power.

19 OFFICER'S INDEMNITY

Insofar as the following provisions are not avoided by Section 310:-

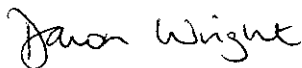
- 19.1 every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or in relation to the performance of the duties of his office, including any liability incurred by him in defending any proceedings, either civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 144 or Section 727 in which relief is granted to him by the Court; and

19.2 no director or other officer shall be liable to the Company or any third party for any loss or damage suffered by the Company arising out of that person's performance of their duties of office.

Name and Address of Subscriber
Morgan Cole (Nominees) Limited Buxton Court 3 West Way Oxford OX2 0SZ
 for and on behalf of Morgan Cole (Nominees) Limited

Dated this 10 day of December 1999

Witness to the above signature:-



Dawn Wright
Buxton Court
3 West Way
Oxford
OX2 0SZ

Paralegal